

P96000037829

Barrington Coombs

B. Coombs

26401 NW 2 CT
Miami FL 33169

3584

Grand Ave.

Coconut Grove, FL

33133

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The Professionals Unlimited, Inc.
(Corporation Name) (Document #)

2. (Corporation Name) (Document #) 100001779121
04/15/96 01132--004
****122.50 ****122.50

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

APR 18 1996 BSB

MAY 2 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 19, 1996

BARRINGTON COOMBS
3584 GRAND AVENUE
COCONUT GROVE, FL 33133

SUBJECT: THE PROFESSIONALS UNLIMITED, INC.
Ref. Number: W9600008477

We have received your document for THE PROFESSIONALS UNLIMITED, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 596A00018442

ARTICLES OF INCORPORATION
TWO OF *A Unlimited,*
~~The Professionals, Inc.~~

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be
TWO *UNLIMITED,*
~~The Professionals, Inc.~~

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 3584 Grand Avenue, Coconut Grove, Florida 33133 and the name of the initial Registered Agent for the corporation at that address is Barrington Coombs.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Barrington Coombs - President & 50% owner
Angela Smith - Co President & 50% owner

ARTICLE IX INCORPORATORS

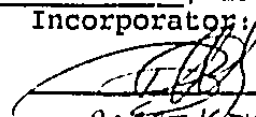
The name and address of the incorporators are:

Barrington Coombs
20401 NW 2 Court
Miami Florida 33169

Angela Smith
P.O. Box 3131
Miami Florida 33269

In WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 11th day of APRIL, 19 96.

Incorporator:



BARRINGTON COOMBS

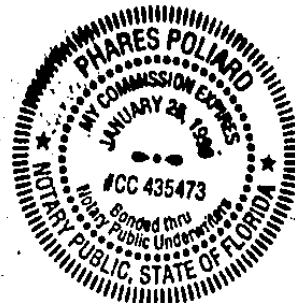
STATE OF
COUNTY OF

FLORIDA
DADE

The foregoing instrument was executed and acknowledged before me this 11th day of APRIL, 19 96, by BARRINGTON COOMBS.

(SEAL)


Notary Public
State of _____
My Commission Expires: _____



DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. The Professionals, Inc. is a corporation organizing under the laws of the State of Florida, with its principal office located at 3584 Grand Avenue, Coconut Grove, Florida 33133, has named Barrington Coombs, whose address is 20401 NW 2 Court, Miami, Florida 33169 as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Barrington Coombs

STATE OF
COUNTY OF

Florida

DADE

BEFORE ME, the undersigned authority, this day personally appeared BARRINGTON COOMBS, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

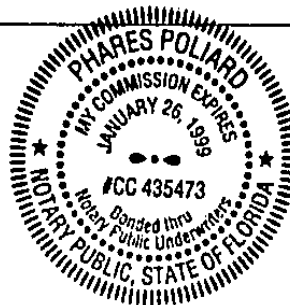
WITNESS my hand and official seal this 11th day of April, 19 46.

(SEAL)

Phares Poliard
Notary Public

State of _____

My Commission Expires: _____



P96000037829

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE SUITE: 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

9000001890579
-07/11/96--01011--032
****35.00 ****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. TWO PROFESSIONALS UNLIMITED, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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FILED
96 JUL 11 PM 12:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

7(1)
John D/O Resign

Examiner's Initials



Florida Department of State, Jim Smith, Secretary of State

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

FILED
96 JUL 11 PM 12:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF Florida
COUNTY OF Dade

I, Angela Smith, after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, Angela Smith, hereby resign as Co President of
(Title)
Two Professionals Unlimited, Inc., a Florida corporation;
(Name of Corporation)

That the corporation has been notified in writing of the resignation.

Angela Smith
Signature of resigning officer/director

Sworn to and subscribed before me this 9th day of July, 1996.

BARRINGTON COOMBS
NOTARY PUBLIC
BARRINGTON B. COOMBS
MY COMMISSION # CC274801 EXPIRES
April 17, 1997
BONDED TRIPLE TRUST FARM INSURANCE, INC.

My Commission Expires: 4/17/97

FILING FEE IS \$35.00