



ARTICLES OF INCORPORATION

OF

IMPERIAL EMPLOYMENT SERVICES, INC

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STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: IMPERIAL EMPLOYMENT SERVICES, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: To engage in any and every lawful activity, aspect and phase of the business of providing management and human resource services to businesses, concentrating on small businesses, career counselling and to carry on, engage in and conduct any business or businesses or do any act or acts which a natural person or persons might do, and which are necessary, convenient or expedient to accomplish the purposes for which this corporation is formed and such as are not repugnant to law; and to manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

The foregoing statements shall be construed as powers, as well as purposes, and, in addition, the corporation shall have such powers as are now or hereafter will be granted to general private corporations under the laws of this State and any other State of Territory of the United States in which it may qualify to do business.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: Seven Thousand Five Hundred (7,500) shares of common stock having a nominal or par value of One Dollar (\$1) per share. The shareholders of the corporation may include in agreements among themselves the following as valid matters of agreement.

1. Any limitation upon the transferability or assignment of the stock;
2. The conferring of pre-emptive rights of purchase upon stockholders or the corporation as conditions precedent to the sale or transfer of any issued stock.

### ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is greater than Five Hundred Dollars (\$500.00).

### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually unless dissolved according to law.

### ARTICLE VI. PRINCIPAL OFFICE

The address of the principal office, the mailing address of the corporation and the street address of the initial registered office of the corporation is 2075 Main Street, Sarasota, Florida 34237 and the name of its initial registered agent at such address is JENNIFER ELIZABETH PITTS. In addition, the corporation may establish branch offices at other locations either within or without this state.

### ARTICLE VII. DIRECTORS

This corporation shall not have directors initially and shall not have directors until such future time as the stockholders shall by

proper resolution create a Board of Directors of not less than three nor more than seven members.

#### ARTICLE VIII. SUBSCRIBERS

The names and street addresses of the subscribers of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
JENNIFER ELIZABETH PITTS	4623 Tri Par Drive Sarasota, FL 34234
PAULINE HODGES	1322 Conrad Avenue Sarasota, FL 34234

#### ARTICLE IX. MANAGEMENT OF CORPORATION

The business of the corporation shall be managed by the stockholders of the corporation unless and until a Board of Directors is formed as provided pursuant to law.

If this corporation enters into contracts or transacts business with one or more of its officers, or with any firm of which one or more of its officers are members, or with any other corporation or association of which one or more of its officers are shareholders or officers, such contract or transaction shall not be invalidated or in any way affected by the fact that such officer or officers have or may have interests therein which are or might be adverse to the interests of this corporation, provided such contract or transaction is entered into in good faith and in the usual course of business.

#### ARTICLE X. CAPITAL STRUCTURE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five stockholders.


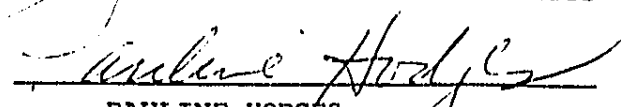
#### ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner

provided by law. Every amendment shall be approved by stockholders owning not less than two-thirds (2/3) of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII. BY-LAWS

BY-LAWS of the corporation may be adopted or amended by approval of stockholders owning two-thirds (2/3) of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that certain By-Laws or amendments thereto be made.

  
JENNIFER ELIZABETH PITTS  
  
PAULINE HODGES

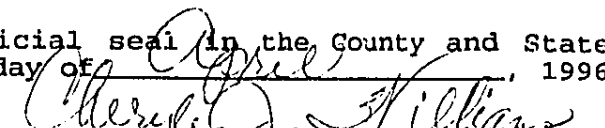
STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the County and State named above to take acknowledgments, personally appeared JENNIFER ELIZABETH PITTS and PAULINE HODGES, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State named this 21st day of April, 1996



CHERYL J. WILLIAMS  
MY COMMISSION # CC251132 EXPIRES  
January 7, 1997  
BONDED THRU TROY FAIN INSURANCE, INC.

  
Notary Public  
My Commission Expires:

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced \_\_\_\_\_

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE OF STATE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act.

FIRST: That IMPERIAL EMPLOYMENT SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 2075 Main Street, Sarasota, Florida 34237, has named JENNIFER ELIZABETH PITTS located at 2075 Main Street, Sarasota, FL 34237 (Post Office Box address not acceptable), City of Sarasota, County of Sarasota, State of Florida, as its agent to accept service of process within this State.

IMPERIAL EMPLOYMENT SERVICES, INC.

By: Jennifer Elizabeth Pitts  
JENNIFER ELIZABETH PITTS, President

ACKNOWLEDGMENT: (Must be signed by designated agent.)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Jennifer Elizabeth Pitts  
JENNIFER ELIZABETH PITTS, Resident Agent