

08/21/99

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KAY COMPANY

DEPARTMENT OF STATE

1492 W. FLAGLER BLVD

STATE OF FLORIDA

SUITE 100

400 EAST GARNER STREET

MIAMI FL 33136 9-5000

TALLAHASSEE FL 32309

CONTACT: RAY STORMONT

FAX (904) 922-4000

PHONE: (305) 541-3694

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PROFESSIONAL DEVELOPMENT CONSULTANTS, INC.

FAX AUDIT NUMBER: H96000008734

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/21/1998

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FILED
96 JUN 24 PM 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/24

STEVENS

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STEVENS

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The name of the corporation ("Corporation") is PROFESSIONAL DEVELOPMENT CONSULTANTS, INC.

The existence of the Corporation shall begin on June 20th.,
1996

The address of the principal office of the Corporation is:

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100 shares, all of which shall be Common Shares. Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

The initial street address of the Corporation's registered office is: 3610 Solana Road, Coconut Grove, Florida 33133. The initial registered agent for the Corporation at that address is: STEVEN SCOTT BROWN.

JOSEPH F. LOPES, ESQUIRE
FL. BAR NO. 601283
250 Bird Road, Suite #302
Coral Gables, FL. 33146
(305) 444-4375

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ARTICLE VI

The initial board of directors shall consist of two members. The number of directors may at any time be increased or decreased by action of either the shareholders or the board of directors.

ARTICLE VII

The name and street address of the person signing these Articles of Incorporation is:

JOSEPH F. LOPEZ, ESQUIRE
250 Bird Road, Suite #302
Coral Gables, FL 33146

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of June, 1996.


JOSEPH F. LOPEZ

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared JOSEPH F. LOPEZ known to me to be the person who executed the foregoing Articles of Incorporation and who produced a driver's license as identification, and he acknowledged to me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 20th day of JUNE, 1996.


NOTARY PUBLIC, STATE OF FLORIDA AT
LARGE

My Commission Expires:



LINDA K. SAGE
COMMISSION # CC 624484
EXPIRES JAN 11, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PROFESSIONAL DEVELOPMENT CONSULTANTS, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


STEVEN SCOTT BROWN

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96 JUN 24 AM 10:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 22, 1997

PROFESSIONAL DEVELOPMENT CONSULTANTS, INC.
3610 SOLANA ROAD
COCONUT GROVE, FL 33133

SUBJECT: PROFESSIONAL DEVELOPMENT CONSULTANTS, INC.
Ref. Number: P96000053378

Debit Memo #: 8097-F

This is to inform you that check #1001 in the amount of \$165.00 submitted with the annual report for PROFESSIONAL DEVELOPMENT CONSULTANTS, INC. has been returned by your bank because of REFER TO MAKER.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after July 22, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 797A00027883

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****180.00 ****180.00

July 22, 1997

REPLACEMENT FEE 1997

ANNUAL REPORT: PROFESSIONAL
DEVELOPMENT CONSULTANTS, INC.

DEBIT MEMO: # 8097-F

CHECK #: 1001