

P96000071748

JAY C. SALYER JR ESQ  
Requestor's Name  
1699 S Federal Hwy Ste 3B  
Address  
BOCA RATON, FL 33432  
City/State/Zip Phone #

Office Use Only

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

1. INTERNATIONAL PROFESSIONAL EMPLOYEES CORP.  
(Corporation Name) (Document #)  
2. (Corporation Name) (Document #)  
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 |                   |
|-------------|-------------------|
|             | Profit            |
|             | NonProfit         |
|             | Limited Liability |
|             | Domestication     |
|             | Other             |

| AMENDMENTS |                                        |
|------------|----------------------------------------|
|            | Amendment                              |
|            | Resignation of R.A., Officer/ Director |
|            | Change of Registered Agent             |
|            | Dissolution/Withdrawal                 |
|            | Merger                                 |

| OTHER FILINGS |                  |
|---------------|------------------|
|               | Annual Report    |
|               | Fictitious Name  |
|               | Name Reservation |

| REGISTRATION/ QUALIFICATION |                     |
|-----------------------------|---------------------|
|                             | Foreign             |
|                             | Limited Partnership |
|                             | Reinstatement       |
|                             | Trademark           |
|                             | Other               |

FILED  
56 AUG 26 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8.28.96

Examiner's Initials KR

**ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL PROFESSIONAL EMPLOYERS CORP.**

FILED  
MAR 25 1977  
1977  
MAR 25 1977  
1977

THE UNDERSIGNED subscribers to these Articles of Incorporation, each a natural person, and competent to contract, hereby associates themselves together to form a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation is **INTERNATIONAL PROFESSIONAL EMPLOYERS CORP.**, a corporation for profit.

**ARTICLE II - PRINCIPAL OFFICE**

The principal office and mailing address of this corporation shall be:

1699 S. Federal Highway, Suite 3B  
Boca Raton, Florida 33432

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - DURATION**

This corporation shall have perpetual existence.

#### **ARTICLE V - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 50,000,000 shares of common stock with a par value of \$.001

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1699 S. Federal Highway, Suite 3B, Boca Raton, Florida 33432, and the name of the initial registered agent of this corporation at that address is Gilda Diamond.

#### **ARTICLE VII - INCORPORATOR**

The name and address of the Incorporator signing these articles is:

Gilda Diamond  
1699 S. Federal Highway, Suite 3B  
Boca Raton, Florida 33432

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws but in no event shall be less than one.

#### **ARTICLE IX - OFFICERS**

The legal affairs of the corporation shall be managed by the officers who shall be elected at the annual meeting each year to serve for the ensuing year. The officers of the

corporation shall serve until their respective successors in office shall be elected and duly qualified.

#### **ARTICLE X - PRE-EMPTIVE RIGHTS**

There shall be no pre-emptive rights.

#### **ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XII - INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### **ARTICLE XIII - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### **ARTICLE XIV - CUMULATIVE VOTING**

There shall be no cumulative voting.

#### **ARTICLE XV - SHAREHOLDER QUORUM AND VOTING**

Fifty (50%) percent of the shares entitled to vote, represented in person or proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **ARTICLE XVI - MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of telephone conference as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

#### **ARTICLE XVII - RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially in such amounts as may be determined by the Board of Directors.

Except as required by law or specially authorized by the Board of Directors there shall be no restrictions on the transfer of the Shares of this corporation.

#### **ARTICLE XVIII - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the Board of Directors and/or 25% of the stockholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 22 day of August, 1996.

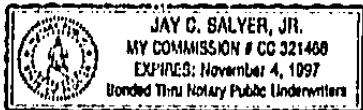
  
GILDA DIAMOND, Incorporator

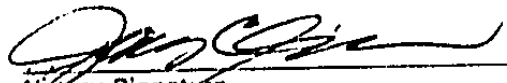
STATE OF FLORIDA            )  
                                          ) ss.  
COUNTY OF PALM BEACH )

I heroby Cortify that on this day, before mo, an officer duly authorized to administer oaths and take acknowledgments, personally appeared GILDA DIAMOND, known to me to be the person described in and who exocuted the foregoing instrument, who acknowledged before me that she exocuted the same, that I rolled upon the following form of identification of the above-named person: driver's liconse and that an oath (was)(was not) taken.

Witness my hand and official seal in the County and State last aforosaid this 22 day of August, A.D. 1996.

(Notary Rubber Stamp Seal)



  
Notary Signature

\_\_\_\_\_  
Printed Notary Signature

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with § 607.0501, Florida Statutes, the following is submitted.

First that **INTERNATIONAL PROFESSIONAL EMPLOYERS CORP.**, desiring to organize or qualify under the laws of the State of Florida, has named:

Gilda Diamond, 1699 S. Federal Highway, Suite 3B, Boca Raton, Florida 33432, as its agent to accept service of process within Florida.

Dated this 22 day of August, 1996.

**INTERNATIONAL PROFESSIONAL  
EMPLOYERS CORP.**

By: Gilda Diamond  
Gilda Diamond, Assistant Secretary

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Gilda Diamond  
GILDA DIAMOND

55 AUG 26 10 24 AM  
SECRET  
TALLAH

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*International  
Professional Employers*

ANCHORAGE \* BOSTON \* CHICAGO \* DENVER \* FT. LAUDERDALE / HOLLYWOOD \* HOUSTON \* NEW YORK \* PORTLAND \* SAN JOSE

December 1, 1996

Secretary of State  
Division of Corporations  
Amendment Section  
409 East Gaines Street  
Tallahassee, Florida 32399

800002022378--2  
-12/06/96--01078--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Change of Registered Agent  
International Professional Employers Corp.

Dear Sirs:

Enclosed herewith please find Statement of Change of Registered Agent & Office for  
International Professional Employers Corp.

Additionally, enclosed please find our check in the amount of \$35.00 as and for filing  
fees.

Thank you

Alex N. Grief

*Corporate Headquarters:*

555 North Congress Avenue, Suite 200, Boynton Beach, Florida 33426

561-737-8117 or Fax 561-736-1924

APPROVED  
AND  
FILED

96 DEC -6 AM 10:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OK  
P96000071748  
DA CH  
12-6-96



**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

**FILING FEE: \$35.00**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 DEC -5 11:10:28

APPROVED  
AND  
FILED

P96000071748



**International  
Professional Employers**

ANCHORAGE \* BOSTON \* CHICAGO \* DENVER \* FT. LAUDERDALE / HOLLYWOOD \* HOUSTON \* NEW YORK \* PORTLAND \* SAN JOSE

Friday, January 03, 1997

Secretary of State  
Division of Corporations  
Amendment Section  
409 East Gaines Street  
Tallahassee, Florida 32399

300002051313--8  
-01/08/97--01114--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Articles of Amendment to the  
Articles of Incorporation for  
International Professional Employers Corp.

FILED  
97 JAN -8 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sirs:

Enclosed herewith please find Articles of Amendment to the Articles of Incorporation for International Professional Employers Corp. along with our check in the amount of \$35.00 representing filing fees.

Thank you.

  
Laurie Weinlein, President

Amend  
NFT

1-23-97

**Corporate Headquarters:**  
**555 North Congress Avenue, Suite 200, Boynton Beach, Florida**  
**33426**  
**561-737-8117 or Fax 561-733-4001**  
**800-550-8604**

**ARTICLES OF AMENDMENT TO ARTICLES OF  
INCORPORATION  
OF INTERNATIONAL PROFESSIONAL EMPLOYERS CORP.**

**THE UNDERSIGNED** President of INTERNATIONAL PROFESSIONAL EMPLOYERS CORP., a natural person competent to contract, files this, its Amendment to Articles of Incorporation authorizing the Corporation to issue a second class/series of Convertible Preferred shares of stock in the Corporation (1,000,000 shares of Convertible Preferred Stock @ \$.001 par value). After due discussion, the following amendment to the Articles of Incorporation, of INTERNATIONAL PROFESSIONAL EMPLOYERS CORP., and as adopted on the 24<sup>th</sup> day of December, 1996, by Corporate Resolution at a Special Meeting of the Stockholders and Directors of the Corporation shall become effective upon the filing of these Articles of Amendment.

**ARTICLE V. CAPITAL STOCK**

The maximum number of shares that this Corporation is authorized to have outstanding any time is:

- A. 50,000,000 shares of common stock with a par value of \$.001.
- B. 1,000,000 shares of shares of Convertible Preferred Stock with a par value of \$.001.

**IN WITNESS WHEREOF**, the undersigned President has executed these Articles of Amendment to the Articles of Incorporation this 26<sup>th</sup> day of December, 1996.

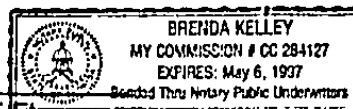
  
\_\_\_\_\_  
**LAURIE WEINLEIN, PRESIDENT**

**STATE OF FLORIDA  
COUNTY OF PALM BEACH**

**BEFORE ME**, a Notary Public, authorized to take acknowledgments in the State and County aforesaid, personally appeared LAURIE WEINLEIN, as President of INTERNATIONAL PROFESSIONAL EMPLOYERS CORP., a Florida corporation, ( ) personally known by me to be the person or (X) who presented FL ID # W15521565610, as identification who executed the foregoing Amendment to Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal in the State and County aforesaid this 26<sup>th</sup> day of December, 1996.

  
\_\_\_\_\_  
**NOTARY PUBLIC, STATE OF FL.**



My Commission Expires:

FILED  
97 JAN -8 PM 12:08  
CLERK OF STATE  
TALLAHASSEE, FLORIDA