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FISHER AND SAULS P.A.

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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CONTACT: HEIDI S LLOYD  
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NAME: PRO MANAGEMENT GROUP, INC.  
AUDIT NUMBER.....H97000000013  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 2  
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**ARTICLES OF INCORPORATION  
OF  
PRO MANAGEMENT GROUP, INC.**

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**ARTICLE 1: NAME AND MAILING ADDRESS**

The name of this Corporation is PRO MANAGEMENT GROUP, INC., and its principal office or mailing address is 1100 - 36th Avenue North, St. Petersburg, Florida 33704.

**ARTICLE 2: DURATION**

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

**ARTICLE 3: PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE 4: CAPITAL STOCK**

This Corporation is authorized to issue 10,000 shares of .10 par value common stock.

**ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 1100 - 36th Avenue North, St. Petersburg, Florida 33704, and the name of the initial registered agent is Jeff Holzerland.

**ARTICLE 6: INITIAL BOARD OF DIRECTORS**

This Corporation initially shall have one (1) director. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

**NAME**

**ADDRESS**

Jeff Holzerland

1100 - 36th Avenue North  
St. Petersburg, Florida 33704

Gretchen Henry Walsh, Esq .  
FBN 946656  
Fisher & Sauls, P.A.  
P.O. Box 387  
St. Petersburg, FL 33731  
813/822-2033

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**ARTICLE 7: INCORPORATOR**

The name and address of each person signing these Articles is:

**NAME****ADDRESS**

Jeff Holzerland

1100 - 36th Avenue North  
St. Petersburg, Florida 33704**ARTICLE 8: INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE 9: BYLAWS**

The Initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE 10: AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of January, 1997.

  
Jeff Holzerland

"Incorporator"

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 2nd day of January, 1997.

  
Jeff Holzerland, Registered Agent