

# P970000/0021

PROFESSIONAL TITLE RESEARCH SERVICES, INC.

5916 Chicory Court  
New Port Richey, Florida 34653  
(813) 842-4641

January 21, 1997

000002069440--2  
-01/27/97--01043--002  
\*\*\*122.50 \*\*\*122.50

Secretary of State, Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Professional Title Research Services, Inc.

Dear Sirs:

Enclosed you will find the Articles of Incorporation for Professional Title Research Services, Inc., along with a check in the amount of \$122.50 for your filing fee. Please file these Articles accordingly.

After filing, please forward the certified copy of the Articles to the above address. If you have any questions or need additional information, please contact Patricia Stonis at (813) 224-3603 between 9:00 a.m. and 5:00 p.m. to avoid delay.

Respectfully,

Ronald W. Sager  
*Ronald W. Sager*

\_\_\_\_\_  
GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Art. X + RA*  
DATE *1/31*  
\_\_\_\_\_  
*1/31*

97 JAN 27 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

*Called*

FILED  
97 JAN 27 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PROFESSIONAL TITLE RESEARCH SERVICES, INC.**

**THE UNDERSIGNED**, being competent to contract, does subscribe to these Articles of Incorporation and acts as Incorporator for the purpose of forming a corporation for profit under the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the Corporation shall be Professional Title Research Services, Inc.

**ARTICLE II - NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

A. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safety deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

B. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in that State of Florida and in all other states and countries.

C. Contract debt and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other State or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

F. To engage in any activity or business permitted under the laws of the United States and of this State.

### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share.

### ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business shall not be less than the sum of FIVE HUNDRED AND NO/100 DOLLARS (\$500.00).

### ARTICLE V - PREEMPTIVE RIGHTS

This Corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, rights, warrants or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of Directors as to the consideration of the issuance of such rights, warrants or options and the sufficiency thereof shall be conclusive.

#### **ARTICLE VI - TERM OF EXISTENCE**

This Corporation is to exist perpetually.

#### **ARTICLE VII - INITIAL ADDRESS OF REGISTERED OFFICE AND DESIGNATION OF REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida is 5916 Chicory Court, New Port Richey, Pasco County, Florida 34633. The Board of Directors may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as ROBERT M. SAGER. The Registered Agent of the Corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

#### **ARTICLE VIII - DIRECTORS**

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by an amendment of the By-Laws when such amendment is adopted by the stockholders, but shall never be less than one (1).

#### **ARTICLE IX - INITIAL DIRECTORS**

The name and street address of the member of the initial Board of Directors is:

Ronald W. Sager -

Robert M. Sager - 9031 Prosperity Lane, Port Richey, FL 34668

The above named Directors shall hold office for the first year of existence of the Corporation or until their successor are elected.

## ARTICLE X - SUBSCRIBER

The name and street address of the undersigned as subscriber to these Articles of Incorporation is:

RONALD W. SAGER 5916 Chicory Court  
New Port Richey, Fl. 34653

The undersigned as subscriber certifies that the stock subscribed for will not be less than the amount of capital with which the Corporation shall begin business.

## ARTICLE XI - INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his personal representative, is or was a director, officer or employee of the Corporation, or any corporation in which he served as such at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suite or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this Section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the Corporation represented to him to be correct by the president of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution, he considered the assets to be of ample value.

## ARTICLE XII - BY-LAWS AND STOCKHOLDERS AGREEMENT

The stockholders, by agreement, or the By-Laws of the corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholder, or any stockholder required to sever financial interests in the Corporation. Where the By-Laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this Corporation, then only the stockholders of this Corporation shall have the power to so adopt, amend, modify or repeal such By-Laws.

## ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

## ARTICLE XIV - DATE OF INCEPTION

The date of the corporate existence shall begin when these Articles have been filed with the Department of State, State of Florida, according to the Statutes of the State of Florida.

## ARTICLE XV

The initial principle address of the corporation for purposes of communicating with the Secretary of the State of Florida on behalf of the corporation is 5916 Chicory Court, New Port Richey, Florida 34653.

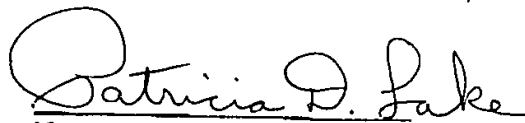
IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 14 day of January, 1997.

  
RONALD W. SAGER

STATE OF FLORIDA )  
COUNTY OF PASCO )

I HEREBY CERTIFY, that on this day, before me a notary public duly authorized in the State and County above named to take acknowledgments, personally appeared RONALD W. SAGER, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 14 day of January, 1997.

  
Notary Public

My Commission Expires:



PATRICIA D. LAKE  
Notary Public, State of Florida  
My Comm. Exp. Sept. 10, 1999  
Comm. No. CC 493547



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 28, 1997

LAZARUS CORPORATE INDUSTRIES, INC.  
890 SW 87 AVE., STE. 16  
MIAMI, FL 33174

SUBJECT: COMPLETE BUSINESS SOLUTIONS, INC.  
Ref. Number: W97000002053

We have received your document for COMPLETE BUSINESS SOLUTIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(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) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 897A00004318

RECEIVED  
97 JAN 29 PM 3:01  
DIVISION OF CORPORATIONS





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 29, 1997

LAZARUS CORPORATE INDUSTRIES, INC.  
890 SW 87 AVE., STE. 16  
MIAMI, FL 33174

We have received your document for GLOBAL BUSINESS SOLUTIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(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) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 197A00004694

RECEIVED  
97 JAN 31 PM 3:19  
DIVISION OF CORPORATION

**CERTIFICATE OF INCORPORATION**

**ARTICLE I**

**NAME**

The name of this Corporation shall be:

ELECTRONICS BUSINESS SOLUTIONS, INC.

**ARTICLE II**

**NATURE OF BUSINESS**

This Corporation may engage in any activity of business permitted under the laws of the United States of America and the laws of the State of Florida.

**ARTICLE III**

**TERM OF EXISTENCE**

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date of incorporation.

**ARTICLE IV**

**MINIMUM CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than Five hundred dollars (\$500.00), or such greater amount as may be required by law.

**ARTICLE V**

**CAPITAL STOCK**

This Corporation is authorized to issue shares of stock as follows:

- A. Designation: The stock of this Corporation shall be known as Common Stock.
- B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is One hundred (100) shares, having a par value of Five dollars (\$5.00) per share.
- C. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services

rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.

- D. Voting rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the Stockholders of the Corporation.
- E. Liquidation rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

## ARTICLE VI

### NUMBER OF DIRECTORS

This Corporation shall at all times have at least one Director. The Stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all time have a minimum of one Director.

## ARTICLE VII

### AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

## ARTICLE VIII

### SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation:  
Required percentage ==> 51%
2. Sale, lease, or exchange, of all of this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation:  
Required percentage ==> 51%
3. Merger or consolidation of this Corporation into or with any

other Corporation:  
Required percentage ==> 51%

4. Voluntary dissolution of this Corporation:  
Required percentage ==> 51%

#### ARTICLE IX

##### STOCKHOLDERS AND DIRECTORS

The name and addresses of the Stockholders and Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>	<u>SHARES</u>
JESUS RODRIGUEZ	7365 S.W. 33 STREET MIAMI FL. 33155	DIR/PRESIDENT	100

#### ARTICLE X

##### REGISTERED AGENT

The Registered Agent and the Registered Office of this Corporation shall be:

JESUS RODRIGUEZ  
7365 S.W. 33 STREET MIAMI FL. 33155

#### ARTICLE XI

##### SUBSCRIBER, INITIAL DIRECTOR AND INITIAL PRINCIPAL OFFICE

The undersigned individual, a United States resident competent to contract, execute this Certificate of Incorporation as its Subscriber and Director. The undersigned individual shall hold office as a Director until his successors have qualified, following their election or appointment. The street address of such individual shall be the initial street address in Florida of the principal office of this Corporation. The Corporation may change its principal office at any time.

Subscriber and Director : JESUS RODRIGUEZ  
Address of Principal Office: 7365 S.W. 33 STREET  
MIAMI, FL 33155

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe, acknowledge, and file this Certificate for the purpose of forming a Corporation for profit under the laws of the State of Florida.

Date: 01-25-97




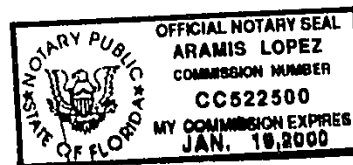
STATE OF FLORIDA) ss:  
COUNTY OF DADE )

Before me, the undersigned authority, personally appeared to me well known and known to me to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purpose therein expressed.

In witness whereof, I have hereunto affixed my hand and official seal at Hialeah, Dade County, Florida.

Date: 01-25-97

  
\_\_\_\_\_  
NOTARY PUBLIC



---

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

---

In pursuance of chapter 48.091, Florida statutes, the following is submitted in compliance with Said Act:

That ELECTRONICS **BUSINESS SOLUTIONS, INC.**, desiring to organize under the laws of the State of Florida with its Principal Office, as indicated in the Articles of Incorporation at the City of **MIAMI**, County of Dade, State of Florida, has named **JESUS RODRIGUEZ** as its agent to accept service of process within this State.

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.

  
\_\_\_\_\_  
**REGISTERED AGENT**

FILED  
97 JUL 21 PM 3:30  
FBI MIAMI