

P970000/8243

97 FEB 26 AM 8:48

February 4, 1997 SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EXPIRATION DATE

2-25-97

Department of State  
Division of Corporations  
P.O. Box 6327  
409 E. Gaines Street  
Tallahassee, Florida 32314

700002087947--7  
-02/14/97--01052--017  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: PRIME TALENT, INC. Articles of Incorporation

Please find enclosed herein for filing, an original and one (1) copy(ies) of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50.

Accordingly, please file the enclosed Articles and return a certified copy of the same to the undersigned in the stamped, self-addressed envelope enclosed.

Yours truly,

*Romona McKeown*

Romona McKeown

7312 Swan Lake Drive

New Port Richey, Fl. 34655

(813) 376-4131

7097-3964  
FH 2/27/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 18, 1997

ROMONA MCKEOWN  
7312 SWAN LAKE DRIVE  
NEW PORT RICHEY, FL 34655

SUBJECT: PRIME TALENT, INC.  
Ref. Number: W97000003964

We have received your document for PRIME TALENT, 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):

Please list only one registered agent.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 597A00008634

**ARTICLES OF INCORPORATION**

**OF**

**PRIME TALENT, INC.**

**FILED**

**97 FEB 26 AM 8:42**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**RECEIVED DATE**

2-25-97

The undersigned subscriber to these Articles of Incorporation, being a natural person/s competent to contract, hereby form a corporation for profit under the Florida General Corporation Act under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be: PRIME TALENT, INC.

**ARTICLE II - GENERAL NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, State of Florida, or any other state, country, territory or nation.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of such shares of capital stock may be paid, in whole or in part, in cash, or in other property (tangible or intangible), at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non-assessable.

**ARTICLE IV - TERM OF EXISTENCE**

The date when corporate existence shall begin is as of the date of execution of these Articles of Incorporation by the subscribers, and the corporation shall exist perpetually thereafter unless dissolved by law.

#### ARTICLE V - ADDRESS OF CORPORATION

The initial street address of the principal office of the corporation in the State of Florida will be 7312 Swan Lake Dr. New Port Richey, FL. 34655. The board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

#### ARTICLE VI - BOARD OF DIRECTORS

A. The initial number of Directors of the corporation shall be two (2). The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one(1).

B. The names and street addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this corporation or until their successors are duly elected and qualified are:

##### NAMES

##### ADDRESS

ROMONA MCKEOWN

7312 Swan Lake Dr.  
NewPort Richey, Fl. 34655

VERONICA M. DAVIS

350 Palm Island N.E.  
Clearwater, Fl. 34630

C. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the stockholders, for any reason.

D. In case one or more vacancies shall occur in the Board of Directors by reasons of death, resignation or otherwise, the vacancies shall be filled by vote of the holders of a majority of stock entitled to vote thereon at the next annual meeting or at a special meeting called for the purpose of filling such vacancies.

## ARTICLE VII - INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:

NAMES	ADDRESS
ROMONA MCKEOWN	7312 Swan Lake Dr. NewPort Richey, Fl. 34655

## ARTICLE VIII - BY LAWS

A. The power to adopt the By-Laws of this Corporation to alter, amend or appeal the By-Laws, or adopt new By-Laws shall be vested in the Board of Directors of the Corporation; provided, however that any By-Law or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by all of the stockholders entitled to vote thereon, or a new By-Law in lieu thereof may be adopted by vote of the stockholders.

B. The By-Laws of this Corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, contrary to the laws of the State of Florida or of the United States.

## ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. 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 shares of stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE X - REGISTERED AGENTS**

Romona McKeown, whose address is 7312 Swan Lake Drive, New Port Richey, FL. 34655, is authorized to accept service of process as registered agent for this corporation.

Romona McKeown

ROMONA MCKEOWN  
INCORPORATOR

2-25-97

Date

CERTIFICATE OF DESIGNATION

FILED

REGISTERED AGENT/REGISTERED OFFICE 97 FEB 26 AM 8:42

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

Prime Talent, Inc.

2. The name and address of the registered agent and office is:

Romona McKeown

7312 Swan Lake Drive

New Port Richey, Fl. 34655

Signature: Romona McKeown

Title: President

Date: 2/25/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: Romona McKeown

Date: 2-25-97