

P970000 48625



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 412735 80622A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : June 2, 1997

ORDER TIME : 4:06 PM

ORDER NO. : 412735-005

CUSTOMER NO: 80622A

CUSTOMER: Ronald C. White, Esq
RONALD C. WHITE, ESQ

5348 First Avenue North

St. Petersburg, FL 33701

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*****70.00 *****70.00

DOMESTIC FILING

NAME: EXECUTIVE PROSERV, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

FILED
97 JUN -3 AM 10:15
STATE
OFFICE OF THE CLERK
TALLAHASSEE, FLORIDA

RECEIVED
97 JUN -3 AM 8:38
DIVISION OF CORPORATION

JUN - 3 1997

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ARTICLES OF INCORPORATION

OF

EXECUTIVE PROSERV, INC.

The undersigned, incorporator to these ARTICLES OF INCORPORATION, a natural person competent to contract, hereby associates himself to form a professional service corporation under the Laws of the State of Florida.

ARTICLE I

Corporate Name

The name of the professional service corporation shall be:

EXECUTIVE PROSERV, INC.

ARTICLE II

Term of Existence

The duration of the professional service corporation is perpetual.

ARTICLE III

Commencement of Existence

The corporation shall come into existence on the date the State of Florida, Division of Corporations, receives and files these Articles.

ARTICLE IV

Purpose of Business

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

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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 V

Capital Stock

The aggregate number of shares which the corporation is authorized to issue is **1,000 shares** of one class of Common Stock with **\$1.00 par value**.

ARTICLE VI

Address

The street address of the initial registered office of the corporation is **9868 S.W. 14th Street, Suite 500, Boca Raton, Florida 33428**.

ARTICLE VII

Initial Board of Directors

The corporation shall have two (2) directors initially whose names and addresses are:

Names:

Addresses:

Ernest D. Faircloth

9868 S.W. 14th Street, Suite 500, Boca Raton, Florida 33428

Doretha Walker-Faircloth

9868 S.W. 14th Street, Suite 500, Boca Raton, Florida 33428

The number of directors may be increased or diminished from time to time in accordance with the provisions of the corporation's By-Laws, but shall never be less than one (1).

ARTICLE VIII

Principal Address of Doing Business

The principal address of doing business is:

**9868 S.W. 14th Street, Suite 500
Boca Raton, Florida 33428**

ARTICLE IX

Pre-emptive Rights

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive the right to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the corporation may issue or sell whether or not exchangeable for any stock of the corporation of any class or classes and whether or not unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof, or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE X

Dissolution

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least fifty (50) percent of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the direct proportion to the number of shares held by him or her.

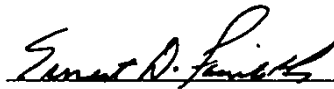
ARTICLE XI

Amendment

These ARTICLES OF INCORPORATION may be amended at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least fifty (50) percent of the outstanding shares of the corporation entitled to vote thereon.

EXECUTED by the undersigned at Boca Raton, Palm Beach, County, Florida, this

10 day of MAY, 1997.



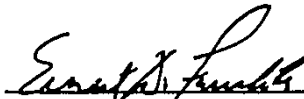
Ernest D. Faircloth/Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to the provisions of Sections 48.091 and 607.0501, Florida Statutes,

EXECUTIVE PROSERV, INC.

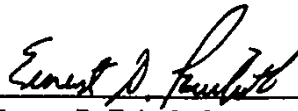
desiring to organize under the laws of the State of Florida, hereby designates **ERNEST D. FAIRCLOTH**, an individual resident of the State of Florida, as its registered agent for the purposes of accepting service of process within such State and designated **9868 S.W. 14th Street, Suite 500, Boca Raton, Florida 33428**, the business address of its registered agent, as its registered office.



Ernest D. Faircloth/Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as registered agent of the above-named corporation and agree to act as such in accordance with the provisions of Sections 48.091 and 607.0501, Florida Statutes.



Ernest D. Faircloth
Registered Agent

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STATE