

**P9700048986**

AMER... WYER®  
(A) (PA)

143 ALMERIA AVENUE

CORAL GABLES, FL 33134 - (305) 445-2700

OFFICE USE ONLY

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

1. PROFESSIONAL SUPPORT SERVICES, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk-In ☒ Pick up time ASAP ☐ Certified Copy \*\*\*2450.00 \*\*\*\*\*70.00

☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/> X	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*[Handwritten signature]*

*W97-12903  
NA*

RECEIVED  
97 JUN -3 AM 8:44  
DIVISION OF CORPORATION  
97 JUN -4 AM 9:18  
FHE  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED  
97 JUL -4 AM 8 51

June 3, 1997

AMERILAWYER  
343 ALMERIA AVE  
CORAL GABLES, FL 33134

SUBJECT: PROFESSIONAL SUPPORT SERVICES, INC.  
Ref. Number: W97000012903

We have received your document for PROFESSIONAL SUPPORT SERVICES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(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.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 297A00029813

*Pick-up  
ASAP  
Please*

AMERILAWYER®

(Tampa)

343 ALMERIA AVENUE

CORAL GABLES, FL 33134 - (305) 445-2700

OFFICE USE ONLY

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

1. PROSOFT RESOURCES, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk-In ☒ Pick up time 12:30 PM ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

X	Profit
	NonProfit
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	Domestication
	Other

**OTHER FILINGS**

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	Fictitious Name
	Name Reservation

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	Merger

**REGISTRATION/  
QUALIFICATION**

	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**PROSOFT RESOURCES, INC.**

**FILED**  
**97 JUN -4 AM 9:18**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **PROSOFT RESOURCES, INC.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 1018 Cathy Drive, Altamonte Springs, Florida 32714 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Edward Laskowski
Secretary:	Edward Laskowski
Treasurer:	Edward Laskowski

whose addresses shall be the same as the principal office of the Corporation.



343 ALMERIA AVENUE CORAL GABLES, FL 33134 - (305) 445-2700 - (800) 603-3900 - FACSIMILE (305) 447-8900  
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479  
<http://www.amerilawyer.com>

#### **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Edward Laskowski

whose addresses shall be the same as the principal office of the Corporation.

#### **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **ARTICLE 8 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 10 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 11 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.



#### **ARTICLE 12 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 14 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 15 - EFFECTIVE DATE**

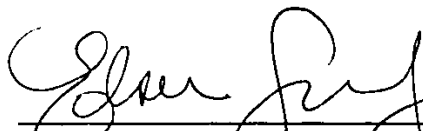
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 16 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



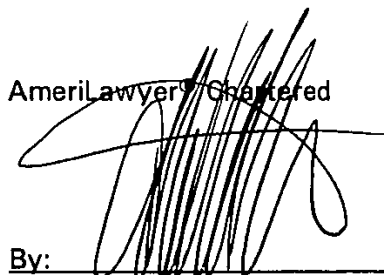
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged  
and filed the foregoing Articles of Incorporation under the laws of the State of Florida,  
this JUN 04 1997.

  
\_\_\_\_\_  
Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered  
office of the Corporation name above, and having been designated as the Registered  
Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts  
the obligations of the position of Registered Agent under the applicable provisions of  
the Florida Statutes.

AmeriLawyer® Chartered



By: \_\_\_\_\_  
Natalia Utrera, Vice President

FILED  
97 JUN -4 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA





P970000 48987

J-M-C Clerical Services

Requestor's Name

2895 W. Sunrise Blvd.

Address

Ft. Lauderdale, FL 33311

City/State/Zip

Phone #

(305) 791-1701

700002109917--4

-03/11/97--01070--003

\*\*\*245.00 \*\*\*122.50

Office Use Only

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

1. Best Quality Services, Inc.  
(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

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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

W97-6245



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 4, 1997

J-M-C CLERICAL SERVICES  
2895 W. SUNRISE BLVD.  
FT. LAUDERDALE, FL 33311

SUBJECT: BEST QUALITY SERVICES, INC.  
Ref. Number: W97000006245

We have received your document for BEST QUALITY SERVICES, 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: 197AO0013583

ARTICLES OF INCORPORATION  
FOR  
FIRST QUALITY SERVICES, INC.

I. The undersigned incorporator, do hereby make, subscribe, execute, acknowledge and deliver for filing this Certificate of Incorporation for the purpose of organizing a corporation under the Florida General Corporation Act.

ARTICLE I

NAME

The name of this corporation will be:

FIRST QUALITY SERVICES, INC.

ARTICLE II

PURPOSES AND POWERS

The general purposes for which the corporation is initially organized shall be the transaction of any and all lawful business for which corporations may be organized under the Florida General Corporation Act.

ARTICLE III

STOCK

The stock of this corporation will be divided into 1,000 shares of stock, \$1.00 par value. All said stock will be payable in cash, property, labor, or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

TERM

This corporation will have perpetual existence.

ARTICLE V

DIRECTORS

The number of directors of this corporation will not be less than one nor more than four.

ARTICLE VI

OFFICERS AND INITIAL DIRECTORS

The name and post office address of the President, Vice President, Secretary, Treasurer (any and all of which offices may be held by the same person) and Directors who will hold office until their successors are either elected, appointed, or have qualified is:

Renald Bedard, President  
1510 N. 22 Avenue  
Hollywood, FL 33020

Mysleth Bedard, Vice President  
1510 N. 22 Avenue  
Hollywood, FL 33020

Mysleth Bedard, Secretary  
1510 N. 22 Avenue  
Hollywood, FL 33020

Renald Bedard, Treasurer  
1510 N. 22 Avenue  
Hollywood, FL 33020

ARTICLE VII

INCORPORATOR

The name and post office address of the sole incorporator making, subscribing, signing, executing, acknowledging, and causing to be delivered this Certificate of Incorporation for filing with the Department of State is:

John A. Williams  
2895 West Sunrise Boulevard  
Suite 110  
Fort Lauderdale, FL 33311  
(954)791-1103

ARTICLE VIII

REGISTERED AGENT

The registered agent and street address of the registered office, place of business, or location for the service of process within this State is as follows:

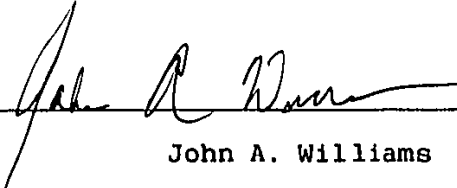
John A. Williams  
2895 W. Sunrise Boulevard  
Suite 110  
Fort Lauderdale, FL 33311  
(954)791-1103

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 atleast a majority of the stock entitled to vote, unless all of the directors and all of the stock-holders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged the foregoing Certificate of Incorporation to be filed in the office of the Secretary of State, State of Florida, this 23rd day of May, 1997.

  
John A. Williams

STATE OF FLORIDA     )  
                              )  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 23rd  
day of May, 1997, by John A. Williams.

Verdie M. Williams  
Notary Public, State of Florida

Printed Signature:  
Verdie M. Williams

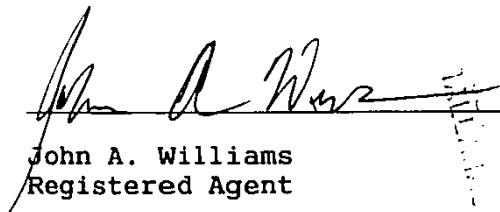
My Commission Expires:



VERDIE M. WILLIAMS  
My Commission CC398113  
Expires Aug. 18, 1998  
Bonded by HAI  
800-422-1665

Pursuant to Florida Statue Sec. 48.091, the following is submitted, FIRST QUALITY SERVICES, INC., desiring to organize (UNDER THE LAWS OF THE STATE OF FLORIDA), with its principal office at 2895 West Sunrise Boulevard, in the City of Fort Lauderdale, County of Broward, State of Florida, has named John A. Williams, 2895 West Sunrise Boulevard, Suite 110, Fort Lauderdale, FL 33311; as its agent to accept service or process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designed in these Articles of Incorporation. I hereby accept this appointment, agree to serve in this capacity and to comply with Florida Statue Sec. 48.091, relative to keeping open said principal office.

  
John A. Williams  
Registered Agent

STATE OF FLORIDA  
JUN 10 1982