

P97000064704  
(SAMPLE LETTER OF TRANSMITTAL)

DATE 7/18/97

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

500002246695--2  
-07/24/97--01070--014  
\*\*\*122.50 \*\*\*122.50

Re: PERFORMANCE & REWARD SOLUTIONS, Inc.  
(Name of Corporation)

FILED  
97 JUL 24 /H 8 36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

Bernett B. Spence  
(Individual Name)  
BERNET B. SPENCE

PERFORMANCE & REWARD SOLUTIONS, INC.  
(Name of Corporation)

MAILING ADDRESS OF CORPORATION		
P.O. Box 31194		
PALM BEACH GARDENS, FL. 33420		
PHONE		
(561)	776-9055	
Area Code	Number	Ext.

9N 7-28-97

# ARTICLES OF INCORPORATION

of

PERFORMANCE & REWARD SOLUTIONS, INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

## ARTICLE I - CORPORATE NAME

The name of the corporation is:

PERFORMANCE & REWARD SOLUTIONS, INC.

## ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

## ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

## ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

## ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
8621 155 <sup>th</sup> PLACE NORTH		
CITY	FLORIDA	ZIP
PALM BEACH GARDENS		33418
Mailing address, if different		
STREET ADDRESS		
P.O. BOX 31194		
CITY	FLORIDA	ZIP
PALM BEACH GARDENS		33420

## ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	BERNET B. SPENCE		
ADDRESS	8621 155 <sup>th</sup> PLACE NORTH		
CITY	FLORIDA	ZIP	
PALM BEACH GARDENS		33418	

### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	BERNET B. SPENCE		
ADDRESS	4225 TANGLEWOOD EAST, #323		
CITY	PALM BEACH GARDENS	STATE	FL. ZIP 33410
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

### ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	BERNET B. SPENCE		
ADDRESS	4225 TANGLEWOOD EAST, #323		
CITY	PALM BEACH GARDENS	STATE	FL. ZIP 33410
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 18<sup>th</sup> day of JULY, 1997.

Bernet B. Spence (Signature)

\_\_\_\_\_ (Signature)

\_\_\_\_\_ (Signature)

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/ REGISTERED OFFICE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JUL 24 AM 8:36

FILED

PERFORMANCE & REWARD SOLUTIONS, INC.  
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 8621 155th PLACE NORTH  
PALM BEACH GARDENS, FL. 33418  
has named BERNET B. SPENCE

located at the aforesaid address, as its registered agent to accept service of process within this state.

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.

Bernet B. Spence  
(Signature)

7/18/97  
(Date)