

P47000 104531

TRANSMITTAL LETTER  
FOR FLORIDA CORPORATION

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

500002356625--5  
-11/25/97--01045--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Professional Placement Resources, Inc.

(Proposed corporation name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 70.00  
Filing Fee

\$ 78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified  
Copy, &  
Certificate

ADDITIONAL COPY REQUIRED

FROM: Richard N. Sox, Jr.  
Name (Printed or Typed)  
101 N. Gadsden Street  
Address  
Tallahassee, Florida 32301  
City, State & Zip  
(850) 222-6656  
Daytime Telephone Number

RECEIVED  
97 NOV 25 AM 11:44  
DIVISION OF CORPORATION

FILED  
97 DEC 11 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the Articles.

**ARTICLES OF INCORPORATION  
OF  
PROFESSIONAL PLACEMENT RESOURCES, INC.**

97 DEC 11 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**ARTICLE I**

**NAME**

The name of the Corporation shall be Professional Placement Resources, Inc. The principal place of business of the Corporation shall be 364 Osceola Avenue, Jacksonville Beach, Florida 32250.

**ARTICLE II**

**NATURE OF BUSINESS**

The purpose of the Corporation is to engage in any business permitted under Florida law.

**ARTICLE III**

**CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$10 per share.

**ARTICLE IV**

**TERM OF EXISTENCE**

The Corporation shall exist perpetually.

**ARTICLE V**

**REGISTERED OFFICE AND AGENT**

The registered office of this Corporation shall be at 101 North Gadsden Street, Tallahassee, FL. 32301 and the initial registered agent of this Corporation at such office shall be Richard N. Sox, Jr. who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office to receive service of process.

## ARTICLE VI

### DIRECTORS

SECTION 1. The Corporation shall have two (2) incorporators/directors, all of whom are United States citizens and all of whom are over the age of eighteen. The names and residence street addresses of the incorporators/directors, whose initial terms of office shall be for one year, are:

<u>Name</u>	<u>Address</u>
Keith Frein	1514 S. First Street Jacksonville Beach, FL 32250
Dwight Cooper	2040 Greenheron Point Jacksonville Beach, FL 32250

SECTION 2. All corporate powers shall be exercised by or under the authority of the directors and the business and affairs of the Corporation shall be managed and administered pursuant to the policies adopted by the directors.

SECTION 3. The qualification, election and tenure of the directors shall be provided for in the Bylaws.

SECTION 4. A member of the Board of Directors is not personally liable for monetary damages to any person, including but not limited to the Corporation, for any statement, vote, decision, or failure to act, regarding the management or policies of the Corporation, by such director, unless:

- A. The director breached or failed to perform his duties as a director: and
- B. The director's breach of or failure to perform, his duties constitutes:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A final judgment or other final adjudication against a director in any criminal proceeding for violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly; or

(3) Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. For purposes of these articles of incorporation, the term "recklessness" means the acting, or omission to act, in conscious disregard of a risk:

(a) Known, or so obvious that it should have been known, to the director; and

(b) Known to the director, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

SECTION 5. Directors may be removed by the stockholders as provided in the Bylaws.


#### ARTICLE VII

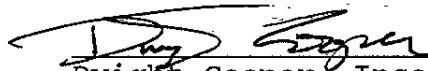
#### INDEMNIFICATION

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the Corporation has caused the Directors to execute these Articles of Incorporation this \_\_\_\_ day of \_\_\_\_\_, 1997.

PROFESSIONAL PLACEMENT RESOURCES, INC.

  
\_\_\_\_\_  
Keith Frein, Incorporator

  
\_\_\_\_\_  
Dwight Cooper, Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,  
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS  
THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation company is:

Professional Placement Resources, Inc,

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

Richard N. Sox, Jr.

(Name)

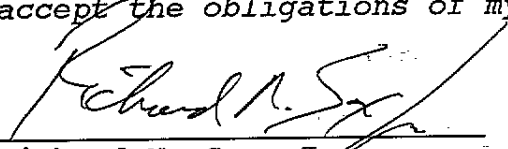
101 N. Gadsden Street

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Tallahassee, FL 32301

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated company 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.

  
Richard N. Sox, Jr.

11/25/97  
(Date)  
TALLAHASSEE, FLORIDA

1997 DEC 11 PM 4:00

FILED