

4. P98000000382

Rogers, Towers et al.

Requestor's Name	
106 South Monroe Street 2nd Floor	
Address	
Tallahassee, FL 32301 (222-7200)	
City/State/Zip	Phone #

\* Please call Pat if problems.

Office Use Only

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

- Professional Resource Partners, Inc.  
(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)

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

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

\* Please file a filed stamp. Thanks.

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

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

98 JAN 2 PM 1:27  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
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 98 JAN -2 PM 12:13  
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 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PROFESSIONAL RESOURCE PARTNERS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of this corporation is:

PROFESSIONAL RESOURCE PARTNERS, INC.

ARTICLE II  
PURPOSES

This corporation has been formed to transact any and all lawful business and to exercise all powers granted to corporations by the laws of the State of Florida. In furtherance of the foregoing, and not in limitation thereof, this corporation shall have the power and authority to do everything necessary, proper or incidental to the accomplishment of its purposes.

ARTICLE III  
PRINCIPAL OFFICE

The initial principal office of this corporation will be at 106 Tournament Road, Ponte Vedra Beach, Florida 32082, or at such other address as may be determined by the board of directors.

ARTICLE IV  
CAPITAL STOCK

The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of the par value of one dollar (\$1.00) each.

ARTICLE V  
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 106 Tournament Road, Ponte Vedra Beach, Florida 32082 and the name of the initial registered agent of this corporation at that address is Wendy M. Papas.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the first board of directors, who shall

hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified are:

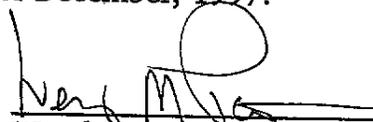
<u>NAME</u>	<u>ADDRESS</u>
Wendy M. Papas	106 Tournament Road Ponte Vedra Beach, Florida 32082
Stephen Martini	106 Tournament Road Ponte Vedra Beach, Florida 32082
Sylvia S. George	106 Tournament Road Ponte Vedra Beach, Florida 32082
Steven Papas	106 Tournament Road Ponte Vedra Beach, Florida 32082

**ARTICLE VII**  
**INCORPORATION**

The name and address of the sole incorporator of the corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Wendy M. Papas	106 Tournament Road Ponte Vedra Beach, Florida 32082

I, THE UNDERSIGNED, being the sole original incorporator hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 29 day of December, 1997.

  
\_\_\_\_\_  
Wendy M. Papas  
Incorporator

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, the below-named 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:

**PROFESSIONAL RESOURCE PARTNERS, INC.**

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

Wendy M. Papas  
106 Tournament Road  
Ponte Vedra Beach, Florida 32082

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.

Wendy M. Papas  
WENDY M. PAPAS

12.29.97  
DATE

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TALLAHASSEE, FLORIDA