

P980000 4355
TRANSMITTAL LETTER

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

900002384559--8
-12/29/97--01102--004
***122.50 ***122.50

SUBJECT: Professional Services, Inc.

I enclose an original and 1 copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50.

SIGNED: _____

Anna R. Stilwell

From:
Anna R. Stilwell
Name

PO Box 1361
Address

East Palatka FL 32131
City State Zip

(904) 325-8816
Telephone Number

FILED
98 JAN 13 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1998

ANNA R STILWELL
P O BOX 1361
EAST PALATKA, FL 32131

SUBJECT: PROFESSIONAL PLACEMENT SERVICES, INC.
Ref. Number: W98000000574

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for PROFESSIONAL PLACEMENT 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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 798A00001301

ARTICLES OF INCORPORATION
OF

Professional Services of Palatka, Inc.

ARTICLE I NAME

The name of the corporation shall be:

Professional Services of Palatka, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

302 Reid Street
Palatka FL 32177

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Anna R. Stilwell, Incorporator
122 Rio Vista Avenue
East Palatka FL 32131

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Anna R. Stilwell, Incorporator
PO Box 1361
122 Rio Vista Avenue - Mail Not Received at this Address
East Palatka FL 32131

The undersigned has executed these Articles of Incorporation this 27th day of December 1997.



Anna R. Stilwell, Incorporator

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TALLAHASSEE, FLORIDA

INCORPORATOR'S ACTION BY WRITTEN CONSENT

Pursuant to Section 607.0205(1)(b)(2) of the Business Corporation Act, the incorporator of **Professional Services of Palatka, Inc.** hereby consents to the election of the following persons as initial directors of this corporation to complete the organization of the corporation. The initial directors shall serve on the board until the first annual meeting of shareholders held for the election of directors, and until their successors are elected and qualified:

Anna R. Stilwell - PO Box 1361 - E. Palatka FL 32131

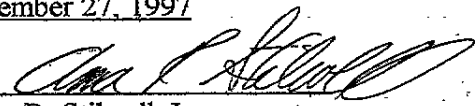
Maria R. Mayer - Route 2 Box 1517 - Palatka FL 32177

Jeannette Ferrell - 31 Florida Av - St. Augustine 32084

There being no further business, the meeting was adjourned.

DATED: December 27, 1997

SIGNED: _____


Anna R. Stilwell, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned 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 Services of Palatka, Inc.

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

Anna R. Stilwell
122 Rio Vista Avenue
East Palatka FL 32131

Signature: _____

Title: Incorporator

Date: December 27, 1997

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.

Signature: _____

Date: 1/12/98

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