

P9800008281

TRANSMITTAL LETTER
FILED

98 JAN 26 PM 1:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

400002411514--5
-01/26/98--01042--009
*****78.75 *****78.75

SUBJECT: Powerful Associates, Incorporated
(Proposed corporate 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: Edward E. Hurst
Name (Printed or typed)

1205 Maytown Road
Address

Oak Hill, Florida 32759-9103
City, State & Zip

(904) 345-1958
Daytime Telephone number

P. Hall
JAN 27 1998

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

ARTICLES OF INCORPORATION
OF
POWERFUL ASSOCIATES INCORPORATED

FILED

98 JAN 26 PM 1:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Powerful Associates Incorporated.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be: 1423 Serissa Court, Orlando, Florida 32818

ARTICLE III PURPOSE OR PURPOSES

Engage in nursing services on site as well as mobil. To engage in sales and marketing of products, as well as any other type of business so designated by the board of directors. To do all other things incidental to them or connected with them that are not forbidden by Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV SHARES

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 shares of Capital Stock with a par value of \$5.00 per share.

Initial issue: 100 shares of the Capital Stock of the corporation shall be issued for cash at a par value of \$5.00 per share.

Stated capital: The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the capital stock of the corporation.

No classes of stock: The shares of the corporation are not to be divided into classes.

No share in series: The corporation is not authorized to issue shares in series.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI INCORPORATORS, OFFICERS, DIRECTORS

The initial board of directors and incorporators shall consist of one member, who need not be a resident of the State of Florida or shareholder of the corporation.

The name and address of the person who shall serve as director until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Name and address:

Patricia I. Beckford, 1423 Serissa Court, Orlando, Florida 32818.

The Officers and first Board of Directors.

Subject to the provisions of these articles of Incorporation, the by-laws and the laws of the State of Florida, the members of the first board of directors and the first officers shall hold office until the first annual meeting of the corporation, or until the first annual meeting of the corporation, or until successors are elected and have been qualified, are as follows:

Fitzroy A. Harris, 955 B Arogan, Winter Park, Florida 32789. Director/
President

Patricia I. Beckford, 1423 Serissa Court, Orlando, Florida 32818. Director/
Vice President/ Chairman of the board/Treasurer

Diana A Hewwing, 406 Longwood Circle, Longwood, Florida 32790. Director/Secretary

Julie A. Coleman, 7255 Hiawassae Oak Drive, Orlando, Florida 32808. Director

Cezanne A. Harris, 19562 Northwest 55 Circle Place, Miami, Florida 33055. Director

ARTICLE VII TERM

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall exist and be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law. The officers of this corporation shall be a President and any other officers as the board of directors may deem expedient. Any two or more offices, except President and Secretary, may be held by the same person.

ARTICLE VIII SUBSCRIBERS

Patricia I. Beckford, 1423 Serissa Court, Orlando, Florida 32818, 100 shares.

ARTICLE IX DIRECTORS

No contract, act or transaction of this corporation, with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may in any way be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE X ARTICLES OF INCORPORATION

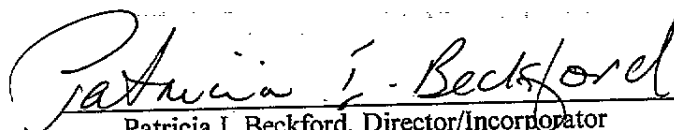
These articles of Incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XI INCORPORATORS

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

Patricia I. Beckford, 1423 Serissa Court, Orlando, Florida 32818.

The undersigned incorporator has executed these Articles of Incorporation this 21st day of January, 1998.


Patricia I. Beckford, Director/Incorporator

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

FILED

98 JAN 26 PM 1:11

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 Powerful Associates Incorporated

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

Edward E. Hurst

(NAME)

1205 Maytown Road

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

Oak Hill, Florida 32759-9103

(CITY/STATE/ZIP)

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)

1-21-98

(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314