

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Professional Employee
Management Benefits, Inc

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- ☒ Art of Inc. File Cert
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

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ARTICLES OF INCORPORATION

OF

PROFESSIONAL EMPLOYEE MANAGEMENT

BENEFITS, INC.

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

ARTICLE I: NAME

The name of the corporation is **PROFESSIONAL EMPLOYEE MANAGEMENT BENEFITS, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 4200 Wackenhut Drive, #100, Palm Beach Gardens, FL 33410-4243.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares having a par value of (\$.01) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is James P. Rowan, c/o The Wackenhut Corporation, 4200 Wackenhut Drive, #100, Palm Beach Gardens, FL 33410-4243.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is

George R. Wackenhut

Richard R. Wackenhut

Robert C. Kneip

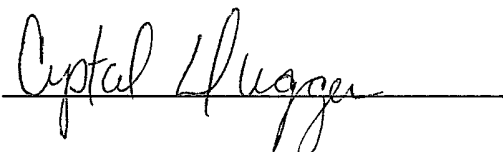
Terry P. Mayotte

Sandra L. Nusbaum

4200 Wackenhut Drive, #100, Palm Beach Gardens, FL 33410-4243.

The undersigned has executed these Articles of Incorporation this 17th day of February 1998.

"Capital Connection, Inc. by Crystal Dugger, Office Manager"

A handwritten signature in cursive script, appearing to read 'Crystal Dugger', is written over a horizontal line.

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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 EMPLOYEE

MANAGEMENT BENEFITS, INC.


2. The name and street address of the registered agent and office is: JAMES P. ROWAN

THE WACKENHUT CORPORATION

4200 WACKENHUT DRIVE

PALM BEACH GARDENS, FL 33410-4243

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.


JAMES P. ROWAN