

P9800000 18944

FEB-26-1998 14:30

CRS

85002241640 P.01

2/25/98

FLORIDA DIVISION OF CORPORATIONS

4:23 PM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H98000003853 2))

TO: DIVISION OF CORPORATIONS  
(850) 922-4001

FAX #:

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES  
110450000714

ACCT#:

CONTACT: KEVIN ROBERTS  
PHONE: (850) 222-1173

FAX #:

(850) 224-1640

NAME: SOLUTION PROVIDERS OF AMERICA, INC.

AUDIT NUMBER.....H98000003853

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE  
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

To: Becky

98 FEB 26 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

B. BROCK FEB 25 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 26, 1998

CORPORATE & CRIMINAL RESEARCH SERVICES

SUBJECT: SOLUTION PROVIDERS OF AMERICA, INC.  
REF: W98000004279

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H98000003853  
Letter Number: 898A00010850

## ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE  
2/19/98

## SOLUTION PROVIDERS OF AMERICA, INC.

THE UNDERSIGNED incorporator, for purposes of forming a Florida corporation under the Florida Business Corporation Act (Florida Statutes, Chapter 607), hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the corporation is: SOLUTION PROVIDERS OF AMERICA, INC. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is: 1606 N. E. 205th Terrace, North Miami Beach, Florida 33179.
- THIRD:** The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 201 South Biscayne Boulevard, Suite 2200, Miami, Florida 33131; and the registered agent at that address is Jerry J. Sokol.
- FIFTH:** The name and address of the incorporator of the Corporation is: Jerry J. Sokol, 201 South Biscayne Boulevard, Suite 2200, Miami, Florida 33131.
- SIXTH:** The Corporation shall have three (2) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws, but shall never be less than one (1).
- SEVENTH:** The names and addresses of the initial directors who shall hold office until the earlier of their resignation, removal or replacement are:

Barry P. Hurwit

1606 N. E. 205th Terrace  
North Miami Beach, Fl  
33179

Prepared by:  
Jerry J. Sokol, Esq.  
201 S. Biscayne Blvd., 22nd Floor  
Miami, FL 33131  
305-358-3500  
Fla Bar #908614

FILED  
98FEB26 PM 3:22  
H980000038532  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Lisa Day

1606 N. E. 205th Terrace  
North Miami Beach, Fl  
33179

**EIGHTH:** The Corporation, through its officers and employees, shall be authorized to perform any activity permissible by law.

**NINTH:** The Corporation is intended to be a corporation within the meaning of the Florida Business Corporation Act (the "Act"), and accordingly, the Corporation and its officers, directors and shareholders, shall be subject to all of the provisions of said Act.

**TENTH:** The corporate existence of the Corporation shall commence on February 19, 1998.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 20th day of February, 1998.

**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

**Jerry J. Sokol**  
As: Incorporator and  
Registered Agent

FILED  
98 FEB 26 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\45284\010\ARTICLES.001