

7/27/98

P98000071510

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.

ACCT#: 070744001530

CONTACT: PAM FRIEDMAN

PHONE: (305)358-2571

FAX #: (305)358-7832

NAME: THE PROFESSIONAL ALLIANCE, INC.

AUDIT NUMBER.....H98000013816

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7/27/98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthem  
Secretary of State

July 27, 1998

ACE INDUSTRIES, INC.

SUBJECT: THE PROFESSIONAL ALLIANCE, INC.  
REF: W98000017005

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THE CONFLICT IS PROFESSIONAL ALLIANCES, L.C., DOCUMENT NUMBER P98000000897.

If you have any further questions concerning your document, please call (850) 487-6928.

Michelle Milligan  
Document Specialist

FAX Aud. #: H98000013816  
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H98-13816

## ARTICLES OF INCORPORATION

FILED

Article 1: Name of Corporation: THE GLOBAL PROFESSIONAL ALLIANCE, INC.

98 AUG 17 AM 10: 59

Address of Corporation: 1500 SAN REMO AVENUE, SUITE 248

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORAL GABLES, FL 33146

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 10,000, with a par value of \$1.00.  
(PAR VALUE IS NOT REQUIRED).

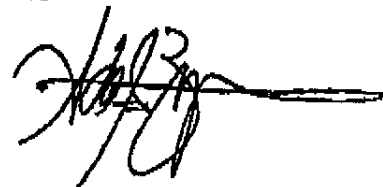
Article 3: REGISTERED AGENT: ADAM S. ZIPPER

REGISTERED OFFICE: 1500 SAN REMO AVENUE, SUITE 248

CORAL GABLES, FL 33146

\* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

07 / 27 / 98  
Date



Signature of Registered Agent

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).  
First listed is President, second is Vice President, then Secretary/Treasurer.

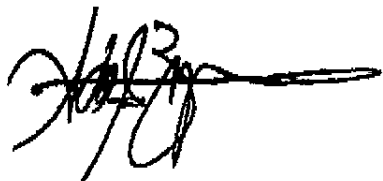
1. GEORGE D. MEKRAS, 4220 GRANADA BOULEVARD, CORAL GABLES, FL 33146
2. ADAM S. ZIPPER, 461 SOUTHWEST 178th WAY, PEMBROKE PINES, FL 33029
- 3.

Article 5: The NAME and ADDRESS of the INCORPORATOR is:

ADAM S. ZIPPER

1500 SAN REMO AVENUE, SUITE 248

CORAL GABLES, FL 33146



Signature of Incorporator

In witness whereof, I have subscribed my name:

H98-13816

Prepared by: Ace Industries, Inc., 54 NW 11th Street, Miami, FL 33136, (305) 358-2571