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TRANSMITTAL LETTER

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

400002643934--5
-09/18/98--01094--013
****122.50 ****122.50

SUBJECT: TO INCORPORATE PROFESSIONAL ACQUISITIONS MANAGEMENT & MARKETING
CORP.

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for \$122.50 (One hundred twenty-two & 50/100 Dollars)

From: Larry R. Thomas
862 Live Oak Lane
Oviedo, FL 32765
Phone (407) 359-9673

98 SEP 18 PM 4:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH SEP 21 1998

ARTICLES OF INCORPORATION

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

ARTICLE I

The name of the corporation shall be:

PROFESSIONAL ACQUISITIONS MANAGEMENT & MARKETING CORP.

ARTICLE II

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

607 S ALEXANDER STREET
PLANT CITY, FL 33566

ARTICLE III

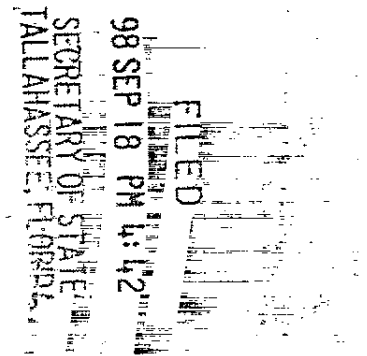
The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 shares

ARTICLE IV

The name and address of the initial registered agent is:

DAVID OSBORNE
607 S ALEXANDER STREET
PLANT CITY, FL 33566

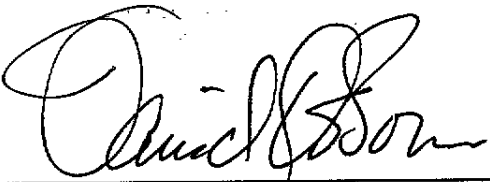


ARTICLE V

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

DAVID OSBORNE
607 S ALEXANDER STREET
PLANT CITY, FL 33566

The undersigned incorporator has executed these Articles of Incorporation this
14th day of SEPTEMBER, 1998.



David C. Osborne

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF
THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:
PROFESSIONAL ACQUISITIONS MANAGEMENT & MARKETING CORP.

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

David Osborne
607 S Alexander Street
Plant City, FL 33566

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.

Date

9-14-98

Signature of registered agent



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TALLAHASSEE, FLORIDA

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