

TRANSMITTAL LETTER

P98000102324

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

88 DEC -4 AM 8:21  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: MANAGEMENT SOURCE CONSULTANTS, INC.  
(Proposed corporate name - must include suffix)

900002703639--2  
-12/04/98--01093--007  
\*\*\*\*128.75 \*\*\*\*128.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00

☐ \$78.75

☒ ~~\$122.50~~  
128.75  
TOTAL PMO...

☐ \$131.25

FROM:

CAPRICE L. RIOPELLE

Name (printed or typed)

4400 N. FEDERAL HWY; (SUITE) 210

Address

BOCA RATON FL. 33431

City, State & Zip

561-368-6564

Daytime Telephone number

R. CHESSEY DEC 9 1998

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

**CERTIFICATE OF DOMESTICATION**

The undersigned, CAPRICE LYNN RIOPELLE, PRESIDENT  
(Name) (Title)  
of MANAGEMENT SOURCE CONSULTANTS, INC. a foreign Corporation,  
(Corporation Name)

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in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was FEBRUARY 27, 19 96
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was COBB COUNTY (GEORGIA)
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was MANAGEMENT SOURCE CONSULTANTS, INC. (SAME AS ABOVE)
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is MANAGEMENT SOURCE CONSULTANTS, INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was

GEORGIA (COBB COUNTY)

I am PRESIDENT, of MANAGEMENT SOURCE CONSULTANTS, INC.  
and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 1 day of DECEMBER, 19 98

Caprice L. Riopelle  
(Authorized Signature)

**Filing Fee:**

Certificate of Domestication  
Articles of Incorporation and Certified Copy  
Total to domesticate and file

\$50.00

~~\$122.50~~

~~\$172.50~~

78.75  
128.75

# ARTICLES OF INCORPORATION

## OF

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*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

### ARTICLE I NAME

The name of the corporation shall be:

Management Source Consultants, Inc.

### ARTICLE II PRINCIPAL OFFICE

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

4400 North Federal Hwy., Suite 210  
Boca Raton, FL 33431

### ARTICLE III SHARES

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

The corporation is authorized to issue 10,000 shares of no par value common stock with identical rights and privileges, the transfer of which is restricted in accordance with the Bylaws of the corporation status and the shareholders Agreement of the corporation.

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Caprice L. Riopelle  
4400 North Federal Hwy., Suite 210  
Boca Raton, FL 33431

**MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS  
OF**

MANAGEMENT SOURCE CONSULTANTS, INC.

Pursuant to the laws of the state in which this corporation is organized, and its bylaws, a meeting of the Directors of the above named Corporation was held at the offices of the corporation. The meeting was held on the 23 day of November at 9:30 AM ~~on clock PM/AM~~. Present at the meeting was a quorum of directors, and all have signed their names below. As evidenced by their signatures, the directors hereby waive any meeting notice that may be required. The meeting was duly called to order and the following items of business were resolved.

1. It is decided that in the best interest of the stockholders the Corporation should elect federal taxation treatment under Subchapter S of the Internal Revenue Code as provided by the Internal Revenue Service, which would allow the Corporation to be taxed as a partnership, with the income or loss of the Corporation "passing through" to the stockholders. Consent and agreement of the stockholders will be evidenced by their signatures on Federal Tax Form Number 2553, a copy of which shall be included in the records of the Corporation. By electing tax treatment under Subchapter S, the Corporation will be required to use a calendar year with the tax year ending December 31, of each year.

2. All directors hereby approve of the action.

Having concluded all current business, the meeting was duly concluded.

Director

Caprice L. Riopelle

Director

Macel K. Flenner

Director

Director

President

Caprice E. Riopelle

Secretary

Macel K. Flenner

Date

November 23, 1998

**ARTICLE V INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Caprice L. Riopelle  
4400 North Federal Hwy., Suite 210  
Boca Raton, FL. 33431

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

23 day of November, 19 98.

Caprice L. Riopelle  
Signature CAPRICE L. RIOPELLE

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

# 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 THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MANAGEMENT SOURCE CONSULTANTS, INC.

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

CAPRICE L. RIOPELLE  
(Name)

4400 N. FEDERAL Hwy; SUITE 210  
(P.O. Box not acceptable)

BOCA RATON, FL 33431  
(City/State/Zip)

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*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.*

Caprice Riopelle  
(Signature)

PRESIDENT.