

P99000003657

01-08-99

Please provide the undersigned  
with Certified copies of each  
corporation.

800002737008--1

01/11/99-01128--009

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Should there be any questions  
I can be reached at 954-494-7352.

If no questions please mail  
papers to:

MICHAEL GHERMAN

3721 S.W. 4TH AVENUE, STE 302

FT. LAUDERDALE, FL 33314

99 JAN 11 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Thank you.

Michael Gherman

P.S. Two (2) checks, each in the amount of  
\$78.75 is enclosed.

CB  
1-13-99  
17

**ARTICLES OF INCORPORATION**  
**OF**  
**PROFESSIONAL MARKETING SOCIETY, INC.**

**FILED**  
99 JAN 11 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator files these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

**ARTICLE I**

**NAME**

The name of this corporation shall be:

**PROFESSIONAL MARKETING SOCIETY, INC.**

**ARTICLE II**

**PRINCIPAL OFFICE**

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

3721 S.W. 4TH AVENUE, STE. 302

FT. LAUDERDALE, FL. 33314

**ARTICLE III**

**BEGINNING OF CORPORATE EXISTENCE**

The existence of this corporation shall commence on the date these articles are accepted as filed by the Secretary of State. The Corporation then shall continue perpetually unless dissolved according to law.

**ARTICLE IV**

**PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V  
CAPITAL STOCKS

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

10,000 shares at \$.01 (one cent) par value common stock.

ARTICLE VI  
INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation and his address are as follows:

REGISTERED AGENT AND ADDRESS

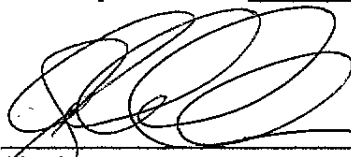
MICHAEL GHERMAN  
3721 S.W. 4TH AVENUE, STE. 302  
FT. LAUDERDALE, FL. 33314

ARTICLE VII  
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

SHARI RANCE  
2988 OAKTREE LANE  
HOLLYWOOD, FL. 33021

The undersigned has executed these Articles of Incorporation on \_\_\_\_\_  
1999 as Incorporator.

  
\_\_\_\_\_  
Shari Rance  
Incorporator

**INITIAL**  
**WRITTEN ACTION OF INCORPORATOR,**  
**BOARD OF DIRECTORS, AND SHAREHOLDERS**  
**OF**  
**PROFESSIONAL MARKETING SOCIETY, INC.**

The undersigned, being the incorporator, the initial shareholders and the Board of Directors elected herein, all of the above-named Florida corporation, do hereby take the following written actions in lieu of holding a meeting regarding the same, all pursuant to Florida Statutes Sections 607.0821 and 607.0704, and the By-Laws of the Corporation.

1. By-Laws: The proposed By-Laws of the Corporation are hereby adopted as and for the By-Laws of the Corporation, and the same shall be placed in the minute book of the Corporation immediately following the Articles of Incorporation.

2. Board of Directors: The following individuals are hereby elected to the Board of Directors, to take office immediately, and to serve until their successors are fully elected, qualified, and take office, pursuant to the By-Laws of the Corporation, and the number of directors listed below shall constitute the number of directors of the Corporation unless and until that number shall be modified in accordance with the By-Laws of the Corporation.

Michael Gherman  
Warren Gherman  
Shari Rance

3. Officers: The following individuals are hereby elected to the following offices, to take office immediately and to serve until their successors are duly elected, qualified, and take office, pursuant to the By-Laws of the Corporation.

President:	Shari Rance
Vice President:	Michael Gherman
Treasurer:	Michael Gherman
Secretary:	Michael Gherman

4. Corporate Seal: The form of the corporate seal for the Corporation shall be as follows:

5. Share Certificate: The form of the share certificate for fully paid and non-assessable shares of stock shall be in the form attached hereto.

6. Corporate Bank Account: The Board of Directors of the Corporation are specifically authorized to adopt a separate resolution designating one or more commercial banks or savings and loan associations, or both, as depository of the funds of the Corporation, and to designate the Officers authorized to draw checks and or otherwise withdraw funds from said accounts.


7. Initial Issuance of Shares: The Corporation, having received offers from the following persons to purchase authorized and unissued shares, accepts said offers, and appropriate share certificates shall be issued to the following persons upon receipt of payment in full therefor:

<u>Name of Shareholder</u>	<u>Number of Shares</u>
Michael Gherman	1,000
Warren Gherman	1,000
Shari Rance	1,000


8. Corporate Offices: The Board of Directors hereby designates the address below as the principal office of the Corporation:

PROFESSIONAL MARKETING SOCIETY, INC.  
3721 S.W. 4TH AVENUE, STE. 302  
FT. LAUDERDALE, FL. 33314

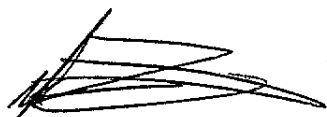
IN WITNESS WHEREOF, the undersigned has executed this instrument on the date shown below to confirm actions taken and effective on \_\_\_\_\_, 1999.

  
\_\_\_\_\_  
Shari Rance  
Incorporator

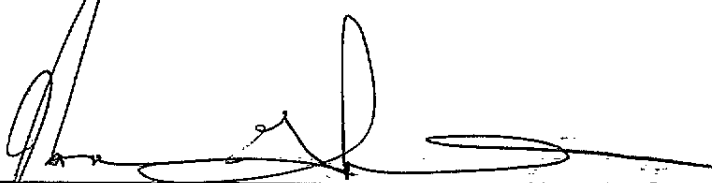
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Shari Rance  
Director & Shareholder

\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Michael Gherman  
Director & Shareholder

\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Warren Gherman  
Director & Shareholder

\_\_\_\_\_  
Date

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE

**FILED**  
99 JAN 11 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, 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: **PROFESSIONAL MARKETING SOCIETY, INC.**

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

**MICHAEL GHERMAN**  
**3721 S.W. 4TH AVENUE, STE. 302**  
**FT. LAUDERDALE, FL. 33314**

Signature: \_\_\_\_\_

Shari Rance

Title:     Incorporator

Date: \_\_\_\_\_, 1999

Having been named 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.

Signature: \_\_\_\_\_

Michael Gherman  
Registered Agent

Date: \_\_\_\_\_, 1999