

TRANSMITTAL LETTER

PP9000041341

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

300002861833--5  
-05/04/99--01051--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Professional Administrative Excellence, Inc.  
(Proposed corporate name - must include suffix)

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

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: J. L. Payne  
Name (Printed or typed)

Po Box 2593  
2452  
Address

Santa Rosa Beach, FL 32459  
City, State & Zip

850 314-1883  
Daytime Telephone number

99 MAY -3 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

EFFECTIVE DATE  
4-26-99

Pay  
5/5/99

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

ARTICLES OF INCORPORATION  
of  
PROFESSIONAL ADMINISTRATIVE EXCELLENCE, INC.

**FILED**  
99 MAY -3 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be:

PROFESSIONAL ADMINISTRATIVE EXCELLENCE, INC.

ARTICLE II PRINCIPLE OFFICE

EFFECTIVE DATE  
4-26-99

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

68 Hallelujah Avenue  
Santa Rosa Beach, FL 32459

ARTICLE III CAPITAL STOCK

The total number of no par value shares of stock that this corporation is authorized to have outstanding at any one time is:

Seventy-Five Hundred (7,500)

These shares of capital stock which the corporation has authority to issue is divided into Five Thousand (5,000) shares of Class A common stock with no par value and Twenty-Five Hundred (2,500) shares of Class B common stock with no par value.

The following is a description of each class of stock of the corporation with the preferences, conversion, and other rights, restrictions, voting powers, and qualifications of each class:

1. Except as hereinafter provided with respect to voting powers, the Class A common stock and the Class B common stock of the corporation shall be identical in all respects.
2. With respect to voting powers, except as otherwise required by laws of the State of Florida, the holders of Class A common stock shall possess all voting powers for all purposes including, by way of illustration and not of limitation, the election of directors, and holders of Class B common stock shall have no voting power whatsoever, and no holder of Class B common stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by the corporation or the stockholders thereof or be entitled to notification as to any meeting of the Board of Directors or the stock-holders.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

T. L. Payne  
68 Hallelujah Avenue  
Santa Rosa Beach, FL 32459

ARTICLE V INCORPORATORS

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

T. L. Payne  
68 Hallelujah Avenue  
Santa Rosa Beach, FL 32459

ARTICLE VI BUSINESS AND ACTIVITIES

The purpose or purposes for which the corporation is organized are:

1. To provide skilled Administrative assistance including but not limited to research, preparation, authoring, revision and designing of manuscripts, newsletters, and other correspondence; providing full service secretarial and administrative support; and information management, process improvement and other types of managerial consulting.
2. To provide computer and technological assistance including computer programming, database development, systems analysis, web-page design, research and other computer related training and services.
3. To provide marketing, distribution, and promotion assistance including, but not limited to sales, booking engagements, meeting planning, seminar organization and promotion and designing and implementing such tools and products as required by customers.

This corporation may, and is authorized to, engage in and carry on any other purposes which may conveniently and consistently be conducted in conjunction with any of the purposes of the corporation:

To employ such persons as it deems necessary and proper to carry out these purposes;

To buy, lease, or sell personal and real property, as it deems necessary, to carry on these purposes;

To acquire all or any part of the good will, rights, property, and business of any person, firm, association, or corporation heretofore and hereafter engaged in any activity similar to or in furtherance of any purposes which the corporation has the power to conduct, and to hold, utilize, enjoy, and in any manner dispose of the whole or any part of the rights, property, and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation;

To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulas, and the like, which are or may seem capable of being sued for any of the purposes of the corporation, and to use, exercise, develop, grant licenses and franchise in respect of, sell, and otherwise turn to account, the same;

To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association, or corporation, and in carrying on its purposes and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any such objects and purposes;

To carry out all or any part of the aforesaid objects and purposes, and to conduct its activities in all or any part of its branches, in any or all states, territories, districts, and possessions of the United States of America and in foreign countries, and to maintain offices and agencies in the aforesaid jurisdictions;

To issue negotiable instruments, draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidence of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Florida.

To lend money in furtherance of Corporation's purposes and invest and reinvest Corporation's funds from time to time to such extent, to such persons, firms, associations, corporations, governments or agencies or

instrumentalities thereof, and on such terms and on such security, if any, as the Board of Directors of Corporation may determine.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these articles of incorporation or any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The provisions of this Article shall be construed both as purposes and powers and each as an independent purpose and power. The enumeration of the specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the Corporation, and the purposes and powers specified, except when otherwise provided in this Article, shall not be limited or restricted by reference to, or interference from, the terms of any provisions of this or any other Article of this Article of Incorporation; provided that Corporation shall not conduct any business, promote any purpose, or exercise any power or privilege within or without the State of Florida which, under its laws, Corporation may not lawfully conduct, promote, or exercise.

#### ARTICLE VII REGULATION OF INTERNAL AFFAIRS

The provisions for the regulation of the internal affairs of the corporation shall be as set forth in the bylaws.

#### ARTICLE VIII TERMS OF EXISTENCE

The effective date upon which this corporation shall come into existence is April 26, 1999, and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE IX INITIAL DIRECTOR AND ORGANIZATIONAL MEETING

1. Initially, this corporation shall have One (1) Director, T. L. Payne, whose address is 68 Hallelujah Avenue, Santa Rosa Beach, Florida 32459, who shall hold the organizational meeting of this corporation.
2. Nothing in these articles shall be construed to preclude any stockholder from serving the Corporation in any other capacity or receiving compensation therefor.

Theresa R. Payne  
Signature/Incorporator

4/26/99  
Date

#### CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

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.

Theresa R. Payne  
Signature/Registered Agent

4/26/99  
Date