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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/18/99

FLORIDA DIVISION OF CORPORATIONS
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((H99000011215 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FLORIDA ACCOUNTING SERVICE

ACCT#: I19990000018

CONTACT: JOSEPH CLARK & TERESA CLARK
PHONE: (904)673-2752

FAX #: (904)677-6735

NAME: Helping Others Professional Services, Inc.

AUDIT NUMBER.....H99000011215

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

CERT. OF STATUS...0

PAGES..... 1

CERT. COPIES.....0

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 11, 1999

FLORIDA STATE ACCOUNTING

SUBJECT: HELPING OTHERS PROFESSIONAL SERVICES, INC.
REF: W99000010988

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The name of the entity must be identical throughout the document.

THE PRINCIPAL ADDRESS MUST BE CONSISTENT THROUGHOUT THE DOCUMENT.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H99000011215
Letter Number: 699A00025731

Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

AUDIT NUMBER H990000112153

ARTICLES OF INCORPORATION OF
HELPING OTHERS PROFESSIONAL SERVICES, INC.

The undersigned incorporator(s), for the purpose of forming a corporation for profit pursuant to chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is:
HELPING OTHERS PROFESSIONAL SERVICES, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 904 New Castle ct.
Holly Hill, Fl. 32017

ARTICLE III: DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these articles of incorporation with the Department of The State Of Florida.

ARTICLE IV: PURPOSE

This corporation is organized for the purpose of engaging in any and all lawful business activities in the State Of Florida

ARTICLE V: SHARES

This corporation is authorized to issue 500 shares of \$ 1.00 par value common stock.

ARTICLE VI: QUORUM FOR STOCKHOLDER'S MEETING

Unless other wise provided for in the corporation's bylaws, A majority of the shares entitled to vote, represented in by person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

PREPARED BY:

NAME:

ADDRESS:

PH#.

Florida State Accounting, Inc.
533 N. Nova Road, Suite 115
Ormond Beach, FL. 32174
904-673-2752

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ARTICLE VII: INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The street address of the initial principal office of this corporation is 904 New Castle Ct., Holly Hill, Fl. 32017 and the name of the initial registered agent of this corporation is Florida State Accounting, Inc., whose address is 533 N. Nova Road, Suite 115, Ormond Beach, Florida 32174-4421.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may either increased or diminished from time to time in the manner provided in the by-laws, but shall never be less than one. The name(s) and street addresses of the initial directors of the corporation are as follows:

Patricia Wells
904 New Castle Ct.
Holly Hill, Fl. 32017

ARTICLE IX: RESTRICTIONS OF TRANSFER OF
CAPITAL STOCK

Unless otherwise provided in the corporation's by-laws, no shares of the capital stock of this corporation may be transferred without prior approval of the corporation's board of directors.

ARTICLE X: INDEMNIFICATION

The corporation shall indemnify its officers, the directors and authorized agents for all liabilities incurred directly, indirectly, or incidentally to the services performed for the corporation, to the fullest extent permitted under florida law existing now or hereinafter enacted.

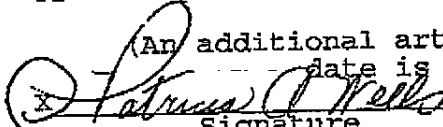
ARTICLE XI INCORPORATOR(S)

The name(s) and street address(es) of the corporation's incorporator to these articles of incorporation is (are):

Patricia Wells
904 New Castle Ct.
Holly Hill, Fl. 32017

The undersigned incorporator(s) has(have) executed these articles of incorporation this 18 day of MAY, 1999

(An additional article must be added if an effective date is requested).


Signature

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NOTARIZATION IS NOT REQUIRED

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

ARTICLE XII: RESTRICTIONS OF TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the corporation's by-laws, no shares of the capital stock of this corporation may be transferred without prior approval of the corporation's board of directors.

ARTICLE XIII: INDEMNIFICATION

The corporation shall indemnify its officers, the directors and authorized agents for all liabilities incurred directly, indirectly, or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

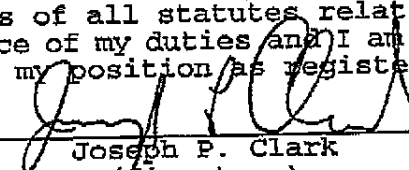
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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: HELPING OTHERS PROFESSIONAL SERVICES, INC.
2. The name and address of the registered agent and office is:

Florida State Accounting, Inc.
(name)
533 N. Nova Road, Suite 115
(P.O. Box not acceptable)
Ormond Beach, Florida 32174-4421
(City/State/Zip)

Having been named as registered agent 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.


Joseph P. Clark
(Signature)
PRESIDENT

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DATE

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TALLAHASSEE, FLORIDA

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