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To:  
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Account Name : FILINGS, INC.  
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EFFECTIVE DATE  
7.09.99

**FLORIDA PROFIT CORPORATION OR P.A.**

**MONROE MANAGEMENT RECRUITERS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

**FILED**  
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**EFFECTIVE DATE**  
7-09-99

**ARTICLES OF INCORPORATION**

**OF**

**MONROE MANAGEMENT RECRUITERS, INC.**

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the corporation is: Monroe Management Recruiters, Inc.

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the corporation's principal office and mailing address is: 4831 N.E. 28<sup>th</sup> Ave., Lighthouse Point, Florida 33064

**ARTICLE III**

**DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The corporate existence shall commence on: July 9, 1999.

**ARTICLE IV**

**NATURE OF BUSINESS**

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

Prepared by: Scott A. Mager, FB# 768502  
One East Broward Blvd., Ste. 1100  
Ft. Lauderdale, FL 33301  
(94) 761-1100

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**ARTICLE V**

**CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is [100.00] shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

**ARTICLE VI**

**INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of this corporation is: **Teresa M. Monroe**. The street address of the corporation's initial registered office is: **4831 N.E. 28<sup>th</sup> Ave., Lighthouse Point, Florida 33064**

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS**

The corporation shall have 1 initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial director is:

**Teresa M. Monroe  
4831 N.E. 28<sup>th</sup> Ave.  
Lighthouse Point, Florida 33064**

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**ARTICLE VIII**

**INCORPORATOR**

The name and address of the Incorporator of the corporation is: Teresa M. Monroe, 4831 N.E. 28<sup>th</sup> Ave., Lighthouse Point, Florida 33064

**ARTICLE IX**

**BYLAWS**

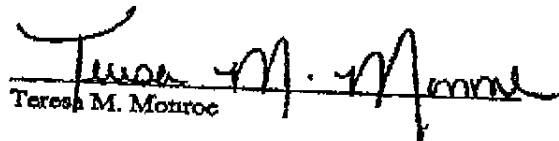
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X**

**INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8 day of July, 1999.

  
Teresa M. Monroe

(add \\1\2001\Monroe Home Records\T.M. Monroe\Articles of Incorporation.qxd(7/12/99-12:11)

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**CERTIFICATE OF REGISTERED AGENT  
OF  
MONROE MANAGEMENT RECRUITERS, INC.**

Pursuant to Section 607.0501 of the Florida Business Corporations Act., the following is submitted, in compliance with said Act.

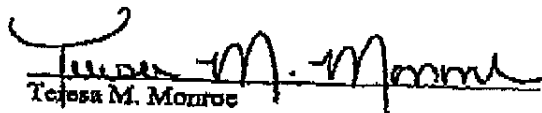
That Monroe Management Recruiters, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Corporation, has named Teresa M. Monroe, 4831 N.E. 28<sup>th</sup> Ave., Lighthouse Point, FL 33064 as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 8 day of July, 1999.

Monroe Management Recruiters, Inc.

  
Teresa M. Monroe

(NAME: M. MONROE, MONROE MANAGEMENT RECRUITERS, INC. ADDRESS: 4831 NE 28TH AVE, LIGHTHOUSE POINT, FL 33064)

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