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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

placement counselors corporation

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 22, 1999

EMPIRE

SUBJECT: PLACEMENT COUNSELORS CORPORATION
REF: W99000021786

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.

Article ARTICLE VII states there will be 1 director(s), whereas 3 is/are listed.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
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ARTICLES OF INCORPORATION

OF

⑥

PLACEMENT COUNSELORS CORPORATION

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is PLACEMENT COUNSELORS
Corporation

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue (7500) Seventy Five Hundred shares of \$1.00 par value common stock, which shall be designated as "Common Shares". All of stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

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Prepared By
SANTOS ASSOCIATES
Accountants
4641 S. University Drive
Davie, Fl. 33328-3817
Tel: 434-1040

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ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This Corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address and mailing address of the initial principal office of this corporation is 2840 So. Oakland Forest Drive, Unit #2401, Oakland Park, FL. 33309, Broward County and the name of the initial registered agent of this corporation is Humberto Fortuna, whose address is 2840 So. Oakland Forest Drive, Unit #2401, Oakland Park, Broward County, FL. 33309.

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This corporation shall have ~~three~~ (3) directors initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The names and address of the initial directors of this corporation HUMBERTO FORTUNA, NELSON A. GARCIA, & JOANN YAMOND
2840 S. OAKLAND FOREST DRIVE, Unit 2401, OAKLAND PARK, BROWARD COUNTY, FL 33309.

ARTICLE IX - INCORPORATOR

The name and address of the persons signing these articles HUMBERTO FORTUNA, NELSON A. GARCIA, & JOANN YAMOND
2840 S. OAKLAND FOREST DRIVE, Unit 2401, OAKLAND PARK, BROWARD COUNTY, FL 33309.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other

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corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE XIII

This corporation reserves the right to amend any provisions contained herein.

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The undersigned has (have) executed these Articles of Incorporation
this 20th day of SEPTEMBER, 1999.

X *Hortune*
X *Nelson*
X *Joan Yarnall*
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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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
THE ARTICLES OF INCORPORATION, 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.

X *Hortune*
(47) REGISTERED AGENT

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