

LAW OFFICES OF
STEVEN T. WITTMER, P.A.
ATTORNEY AND COUNSELOR AT LAW

STEVEN T. WITTMER
ADMITTED IN FLORIDA & GEORGIA

2014 FOURTH STREET
SARASOTA, FLORIDA 34237
TELEPHONE: (941) 365-2296
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PETER W. MARTIN, CHARTERED
OF COUNSEL

P99000088386

September 30, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
Attn: New Filings

600003004556-5
-10/04/99-01112-020
*****70.00 *****70.00

RE: PROFESSIONAL CONSULTING SERVICES, INC.

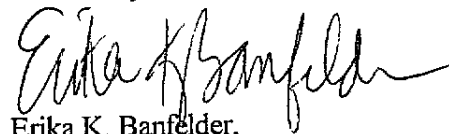
Dear Sir or Madam:

Enclosed is our check payable to the Secretary of the State, in the amount of \$70.00 as filing fee for the referenced corporation.

Accordingly, I have attached the original Articles of Incorporation plus one copy to be returned to our office once processed.

Please contact me should you have any questions. Thank you.

Yours truly,



Erika K. Banfelder,
Legal Assistant

Enc.

FILED
99 OCT -4 PM 1:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CB
10-6-99
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**ARTICLES OF INCORPORATION
OF
PROFESSIONAL CONSULTING SERVICES, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, a natural person, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is **PROFESSIONAL CONSULTING SERVICES, INC.**, a Florida corporation.

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The existence of the corporation is perpetual.

ARTICLE V

The street address of the initial business office of the corporation is 2014 Fourth Street, Sarasota, Florida 34237, and the name and address of the initial registered agent of the corporation at that address is Steven T. Wittmer, 2014 Fourth Street, Sarasota, Florida 34237.

ARTICLE VI

The corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the corporation, but shall not be

less than one nor more than seven.

ARTICLE VII

The names and addresses of the members of the first Board of Directors of the corporation and the initial Officers who shall hold office for the first year of the corporation's existence or until their successor(s) is/are elected and qualified is/are:

<u>DIRECTORS</u>	<u>ADDRESS</u>
DENNIS RHODES	420 S. Nokomis Avenue Venice, FL 34285
SCOTT A. SCHIEB	2033 Main Street, Ste. 409 Sarasota, FL 34237
STEVEN T. WITTMER	2014 Fourth Street Sarasota, FL 34237

OFFICERS

STEVEN T. WITTMER, President
DENNIS RHODES, Vice-President
SCOTT A. SCHIEB, Secretary & Treasurer

ARTICLE VIII

Members of the Board of Directors of any Executive Committee thereof shall be deemed present at a meeting of such Board of Directors or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE IX

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has

a direct or indirect interest.

ARTICLE X

The name and address of the person signing these Articles as the Incorporator is: Steven T. Wittmer, 2014 Fourth Street, Sarasota, Florida 34237.

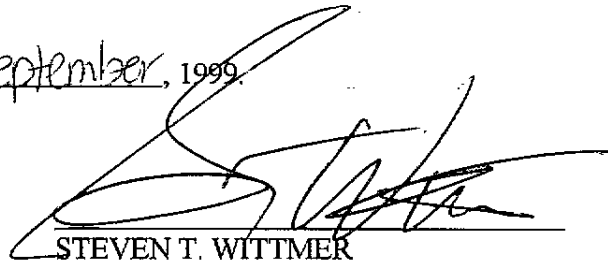
ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved either at a shareholders' meeting by the affirmative vote of the holders of two-third 2/3) of the shares entitled to vote thereon or by written consent of all shareholders.

ARTICLE XII

The initial By-Laws of the corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

EXECUTED this 20th day of September, 1999.


STEVEN T. WITTMER

STATE OF FLORIDA)
COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority, personally appeared STEVEN T. WITTMER to me known to be the person who subscribed to the foregoing Articles of Incorporation of PROFESSIONAL CONSULTING SERVICES, INC., and he acknowledged that he did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed. STEVEN T. WITTMER is personally known to me.

WITNESS my hand and seal this 20th day of September, 1999.



Erika K. Banfelder
MY COMMISSION # CC612619 EXPIRES
January 9, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Erika K. Banfelder
NOTARY PUBLIC

SEAL

My Commission Expires: 1-9-2001

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

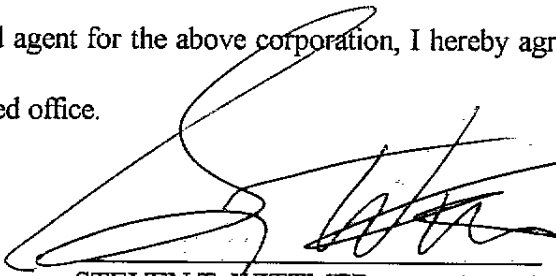
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

PROFESSIONAL CONSULTING SERVICES, INC. desiring to organize under the laws of the State of Florida, hereby designates STEVEN T. WITTMER, as its registered agent and 2014 Fourth Street, Sarasota, Florida 34237.

ACCEPTANCE

Having been named as registered agent for the above corporation, I hereby agree to act in such capacity for such Corporation at its registered office.


STEVEN T. WITTMER

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA