

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

400003057694--2

-12/01/99--01045--013

*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PROFESSIONAL RESPONSE INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)



Walk in



Pick up time

2.00



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 DEC -1 AM 11:45

RECEIVED

699A-56824

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC -1 PM 1:59

FILED

Examiner's Initials

FILED
99 DEC - 1 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PROFESSIONAL RESPONSE INC.

ARTICLE I - NAME

The name of this corporation is PROFESSIONAL RESPONSE INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless dissolved according to law and its existence shall commence on the date of execution and acknowledgment.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of one dollar (\$1.00) par value common stock which shall be designated "common shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, 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 price at which it is offered to others.

ARTICLE VI -PRINCIPAL REGISTERED OFFICE AND AGENT

The street address of the principal registered office of this corporation is 8240 SW 41 ST., Miami Fl 33155 and the name of the initial registered agent of this corporation at that address is Lazaro Cadavieco.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than four (4) The name and address of the initial directors of this corporation are:

Lazaro Cadavieco	President	8240 SW 41 ST 58 Miami, Fl 33155
Olga Sardinias	Secretary	14633 SW 145 TER Miami Fl 33155
John Tielves	Treasurer	8323 Lake Dr. Apt 405 Miami, Fl 33166
Amparo Dauval	Asst.Sec.	3548 SW 13 TER. Miami, Fl 33145

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Lazaro Cadavieco
8240 SW 41 ST
Miami, Fl 33155

ARTICLE IX - SHAREHOLDERS QUORUM AND VOTING

Seventy-five (75) percent of the shareholders entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 75% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation duly called as provided by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon shareholders is subject to this reservation.

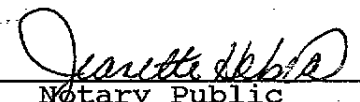
IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation this 30th day of Nov. 1999


Lazaro Cadavieco
Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI DADE)

BEFORE ME, a Notary Public authorized to take acknowledgment in
the State and County set forth above, personally appeared Lazaro
Cadavieco known to be and known by me to be the person who executed
the foregoing Articles of Incorporation, and acknowledged before me
that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
seal in the State and County aforesaid, this 30th day of
Nov. 1999.


Notary Public
State of Florida at Large

My commission Expires:



Jeanette Hebra
MY COMMISSION # CC858553 EXPIRES
July 27, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF REGISTERED AGENT
OF
PROFESSIONAL RESPONSE INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

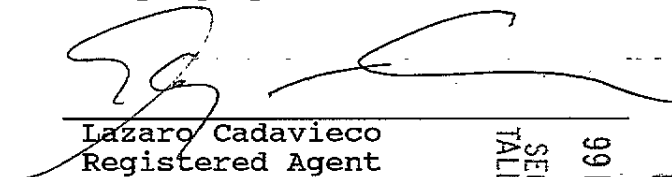
First - PROFESSIONAL RESPONSE INC. organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, County of Miami Dade, State of Florida, has name Lazaro Cadavieco of 8240 SW 41 St., Miami, Fl 33155 as its agent to accept service of process within this State.

PROFESSIONAL RESPONSE INC.

BY: 
Lazaro Cadavieco

ACKNOWLEDGMENT

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


Lazaro Cadavieco
Registered Agent

FILED
99 DEC - 1 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA