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37 North Orange Avenue
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Orlando, Florida 32801

December 3, 1999

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
12-8-99

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

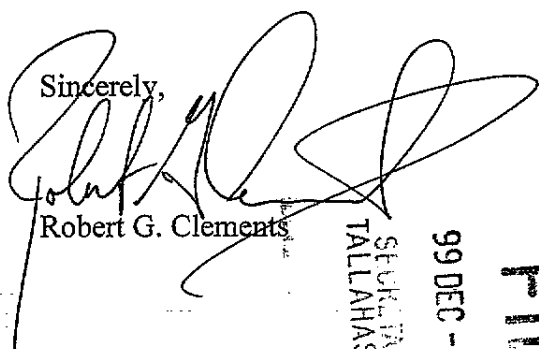
Re: Professional Strategies Group, Inc.

Dear Madame/Sir:

Enclosed please find Articles of Incorporation for Professional Strategies Group, Inc. and a check in the amount of \$78.75 to cover the filing fee and cost of a certified copy of the articles.

Thank you for your assistance in this matter. Please contact me if you have any questions regarding this matter.

Sincerely,


Robert G. Clements

RGC/
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PROFESSIONAL STRATEGIES GROUP, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

EFFECTIVE DATE
12-8-99

ARTICLE I

The name of the Corporation ("Corporation") is **PROFESSIONAL STRATEGIES GROUP, INC.**

ARTICLE II

The existence of the Corporation shall begin on December 8, 1999.

ARTICLE III

The street address of the principal office of the Corporation is:
5542 Lake Howell Road
Winter Park, Florida 32792

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000, no par value per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office and the initial registered agent for the Corporation at that address is:

Robert G. Clements
37 North Orange, Suite 500
Orlando, Florida

ARTICLE VI

The initial board of directors shall consist of 1 members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

are:

Name

Address

Richard Turk

5542 Lake Howell Road
Winter Park, Florida 32792

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are

Name

Address

Robert Clements

37 North Orange Avenue, Suite 500
Orlando, Florida 32801

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 3rd day of December, 1999.


Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for name at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

This 3rd day of December, 1999.


Robert G. Clements
Registered Agent

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CLERK OF STATE
TALLAHASSEE, FLORIDA