

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

300003068003--4  
-12/13/99-01094-009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT:** Performance Executive Search and Management Consulting, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Steven Naclerio, Esq.  
Name (Printed or typed)

2100 Biscayne Boulevard  
Address

Miami, FL 33137  
City, State & Zip

305-573-8511 ext. 1128  
Daytime Telephone number

FILED  
99 DEC 13 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NOTE:** Please provide the original and one copy of the articles.

K. Rolfe DEC 15 1999

**ARTICLES OF INCORPORATION**  
**OF**

**Performance Executive Search and Management Consulting , Inc.**

**FILED**  
99 DEC 13 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.*

**ARTICLE I**

**NAME AND ADDRESS**

The name of this corporation is Performance Executive Search and Management Consulting, Inc. (the "Corporation"). The address of the principal office and the mailing address of the Corporation shall be:

1598 N.E. First Avenue, Miami, Florida 33132

**ARTICLE II**

**COMMENCEMENT AND DURATION**

The Corporation shall commence its existence with the filing of the Articles. The existence of the Corporation shall be perpetual, unless dissolved according to law.

**ARTICLE III**

**GENERAL PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

### ARTICLE III

#### CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is **One Hundred (100) shares** of common stock, all of which are to have a par value of **One Cent (\$.01) per share**. The Board of Directors shall fix the consideration to be received for each share.

Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

### ARTICLE IV

#### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

Name

Address

Steven Naclerio, Esq.

2100 Biscayne Boulevard  
Miami, Florida 33137

### ARTICLE V

#### BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. The initial Board of Directors of the Corporation shall be comprised of **one person**. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the sole member of the initial Board of Directors of the Corporation is:

Name

Address

Dabney G. Park, Jr., Ph.D.

1598 N.E. First Avenue  
Miami, Florida 33132

## **ARTICLE VI**

### **INCORPORATOR**

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

Name

Address

Dabney G. Park, Jr., Ph.D.

1598 N.E. First Avenue  
Miami, Florida 33134

## **ARTICLE VII**

### **BYLAWS**

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

## **ARTICLE VIII**

### **INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

## **ARTICLE IX**

### **AMENDMENT**

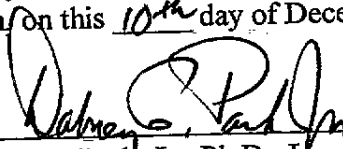
The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

**ARTICLE X**

**DISSOLUTION**

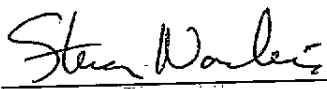
In the event of the dissolution of the Corporation and after all of the Corporation's liabilities and obligations have been paid and discharged, any residual assets of the Corporation shall be the property of Dabney G. Park, Jr., Ph.D.

IN WITNESS WHEREOF, the Incorporator has made and subscribed to these Articles of Incorporation, in the city of Miami, County of Dade, State of Florida, for the aforementioned uses and purposes in with the Corporation on this 10<sup>th</sup> day of December, 1999.

  
Dabney G. Park, Jr., Ph.D., Incorporator

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT OF  
PERFORMANCE EXECUTIVE SEARCH AND MANAGEMENT CONSULTING, INC.**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

  
Steven Naclerio, Esq., Registered Agent

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TALLAHASSEE, FLORIDA