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Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

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-07/31/00--01091-002
*****78.75 *****78.75


RE: Headhunter International, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation for the aforementioned new corporation. Enclosed please find my check in the amount of \$78.75, for the filing fee, certified copy fee, registered agent fee and charter tax.

Should any of this be lacking in order to comply with the laws of the State of Florida, please do not hesitate to contact me.

Very truly yours,

By: 
Melvyn W. Mellinger
Director

Enclosures

FILED
00 JUL 31 AM 9:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
HEADHUNTER INTERNATIONAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this Corporation is Headhunter International, Inc.; the mailing address is 4100 Ravenswood Road, Fort Lauderdale, Florida 33312.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of conducting any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of stock \$1.00 par value, which said shares shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4100 Ravenswood Road, Fort Lauderdale, Florida 33312. The name of the initial Registered Agent of this Corporation is Melvyn W. Mellinger.

ARTICLE VI - PRINCIPAL OFFICE

The street address of the principal office is 4100 Ravenswood Road, Fort Lauderdale, Florida 33312. The name of the principal officer is Melvyn W. Mellinger.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) initial directors. The number of directors may increase from time to time by the By-Laws but shall never be less than three (3). The names and addresses of the initial directors of this Corporation are:

Melvyn W. Mellinger
1415 SW 15th Avenue
Fort Lauderdale, Florida 33312

Paul C. Mellinger
1336 SW 19th Avenue
Fort Lauderdale, Florida 33312

Mark W. Mellinger
2424 SE 9th Street
Pompano Beach, Florida 33062

ARTICLE VIII - INCORPORATION

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

Melvyn W. Mellinger
4100 Ravenswood Road
Fort Lauderdale, Florida 33312

ARTICLE IX

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

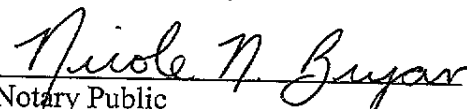
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 day of July, 2000.



MELVYN W. MELLINGER

STATE OF FLORIDA
COUNTY OF Broward

Before me, the undersigned authority, personally appeared MELVYN W. MELLINGER to me well known and known to me to be the person described in and who acknowledged to and before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 28th day of July, 2000.



Notary Public
My Commission Expires:

 Nicole N. Bryan
My Commission CC716755
Expires February 15, 2002

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any Amendments hereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of July, 2000.


MELVYN W. MELLINGER

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TALLAHASSEE FLORIDA