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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: HEADHUNTERS BACKGROUND-CHECKERS, INC.

AUDIT NUMBER.....H97000019162

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....0

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TALLAHASSEE, FLORIDA

me 11/18/97

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ARTICLES OF INCORPORATION

OF

HEADHUNTERS BACKGROUND-CHECKERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **HEADHUNTERS BACKGROUND-CHECKERS, INC.**

ARTICLE II - DURATION

The corporation shall commence its existence on the date of filing and acknowledgment of these Articles and its existence shall be perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in accordance with applicable Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of common stock with a par value of \$.00 , which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

These articles prepared by:
David M. Goldstein
100 S.E. Second Street
Suite 2750
Miami, Florida 33131
Florida Bar No.: 156003
(305) 372-3535

100 S.E. Second Street
Suite 2750
Miami, Florida 33131

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VOCS\CLUG\A\CORTIER\HEADHUNT.ART

LAW OFFICES OF DAVID M. GOLDSTEIN, 100 Southeast Second Street, Suite 2750, Miami, Florida 33131 (305) 372-3535

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and the name of the initial registered agent of this corporation is:

DAVID M. GOLDSTEIN, ESQUIRE

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be located at:

1059 Collins Avenue
Suite 1400
Miami Beach, Florida 33139

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

GENE GINO COURTIER
President, Vice President and Secretary
1059 Collins Avenue
Suite 1400
Miami Beach, Florida 33139

ARTICLE VIII - INCORPORATORS

The name(s) and address(es) of the person(s) signing the Articles of this corporation is
(are):

DAVID M. GOLDSTEIN, ESQ.
100 S. E. Second Street - Suite 2750
Miami, Florida 33131

ARTICLE IX - BYLAWS

The Board of Directors and the shareholders are both vested with the power to

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adopt, alter, amend or repeal the By-Law.

ARTICLE X

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

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 17th day of November, 1997.


DAVID M. GOLDSTEIN, ESQ., Incorporator

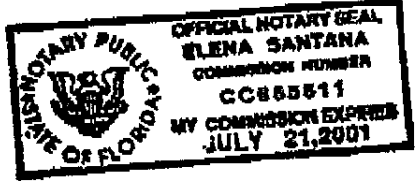
STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared DAVID M. GOLDSTEIN, who produced his Florida Driver's License as the required form of identification, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed these Articles of Incorporation.

IT WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 17th day of November, 1997.


NOTARY PUBLIC, State of Florida at Large

My Commission Expires:




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**ACKNOWLEDGMENT AND CONSENT
OF REGISTERED AGENT**

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.


DAVID M. GOLDSTEIN, ESQUIRE

These articles prepared by:
David M. Goldstein
100 S.E. Second Street
Suite 2750
Miami, Florida 33131
Florida Bar No.: 156003

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