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Florida Department of State  
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00 MAY -8 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

JRS Executive Search, LLC

00 MAY -8 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
JRS EXECUTIVE SEARCH, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be JRS Executive Search, LLC ("Company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the initial principal office of the Company shall be 5811 Persimmon Way, Naples, Florida 34110.

**ARTICLE III -- DURATION**

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization or in the Company's operating agreement.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of the Company in the State of Florida are Mary Beth M. Clary, Esq., Porter, Wright, Morris & Arthur, 5801 Pelican Bay Boulevard, Suite 300, Naples, FL 34108.

**ARTICLE V -- ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the written consent of a majority in interest of the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the operating agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless a majority in interest of the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

**ARTICLE VI -- WITHDRAWAL OF MEMBERS**

A member of the Company may withdraw from the Company upon the prior written consent managing-member of the Company.

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ARTICLE VII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the occurrence of events specified in the Company's operating agreement.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by the members in accordance with the operating agreement adopted by the members for the management of the business and affairs of the Company. This operating agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Naples, Florida, on this 5<sup>th</sup> day of May, 2000

  
Charles R. Wilkinson, Member Manager

STATE OF FLORIDA  
COUNTY OF COLLIER

Sworn to and subscribed before me this 5<sup>th</sup> day of April, 2000, by Charles R. Wilkinson.



  
Notary Public - State of Florida

\_\_\_\_\_  
Print, Type, or Stamp  
Commissioned Name of Notary Public

Personally Known D OR Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_

(SEAL)

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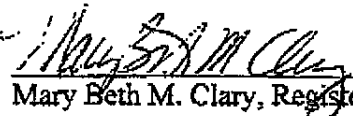
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### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of IRS Executive Search, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accept the obligations of the position of registered agent.

Date: May 8, 2000

  
Mary Beth M. Clary, Registered Agent

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