

LAW OFFICES

BROOKMYER, HOCHMAN, PROBST & NADEAU, P.A.

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SQUAR OFFICE
BY APPOINTMENT ONLY
ROYAL PALM FINANCIAL CENTER
759 S. FEDERAL HIGHWAY, Suite 212
STUART, FLORIDA 33995-2434
TELEPHONE (561) 223-4030

October 17, 2000

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2-day priority

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

RE: Executive SearchMasters, LLC.
Florida Limited Liability Company

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Organization with a Certificate of Designation of Registered Agent of the above-referenced limited liability company, together with a check in the amount of \$155.00 to cover the following fees:

1.	Filing Fee	\$125.00
2.	Certified Copy	\$ 30.00
TOTAL:		\$155.00

Please file said articles using the date of receipt as the date of commencement of the company. Also, return the certified copy to the undersigned at the address listed above.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Elliot F. Hochman

Elliot F. Hochman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 23, 2000

ELLIOT F. HOCHMAN
3300 PGA BLVD., SUITE 500
BROOKMYER HOCHMAN PROBST
PALM BEACH GARDENS, FL 33410

SUBJECT: EXECUTIVE SEARCH MASTERS, LLC
Ref. Number: W00000025485

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for EXECUTIVE SEARCH MASTERS, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 700A00055241

LAW OFFICES

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STUART OFFICE

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STUART, FLORIDA 33995-2434

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GARY BROOKMYER
ELLIOT F. HOCHMAN
DANIEL J. PROBST
DONNA NADEAU

October 25, 2000

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

Re: Executive SearchMasters, LLC
Florida Limited Liability Company

Dear Sir or Madam:

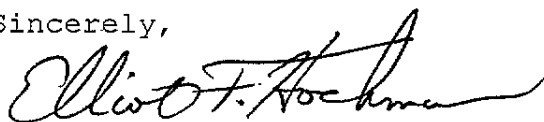
Enclosed are two copies of the corrected Articles of Organization with a Certificate of Designation of Registered Agent of the above-referenced LLC. The Articles of Organization have been corrected, (1) to include a statement in paragraph 3 that the mailing address and street address of the limited liability company is the same as the registered office address, and (2) paragraph 11 Affidavit of Membership and Contribution was deleted. My check No. 1527 in the amount of \$155 for the filing fee and certified copy was previously mailed to you with the first Articles of Organization and you have retained this check. Please mail the certified copy of the Articles of Organization to me at the above address.

I have been advised that the first Articles would have been filed on October 23, 2000, and it is requested that this date be preserved as the filing date for this company.

Also, please note that the name of the LLC is presently incorrectly reflected in the records of the Secretary of State. Please correct the name of the LLC to "Executive **SearchMasters**, LLC". (SearchMasters is one word.)

If anything further is required, please call me. Thank you for your assistance in this matter.

Sincerely,



Elliot F. Hochman

EFH:ba

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

Executive SearchMasters, LLC

A LIMITED LIABILITY COMPANY

(Pursuant to s. 607.407, Florida Statutes)

1. Name. The name of the limited liability company is Executive SearchMasters LLC.
2. Purpose. The purpose of this limited liability company may include any transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.
3. Address of Principle Office. The address of the registered office of the limited liability company is 222 U. S. Highway One, Suite 208, Jupiter, FL 33469. The mailing address and street address are the same as the registered office address.
4. Term. Term of this LLC shall be perpetual.
5. Members at Time of Formation. There will be at least one member at the time the limited liability company is formed.
6. Period of Duration. The period of duration shall be perpetual.
7. Management. Management of the Limited Liability Company at the time of formation is reserved for the initial member(s) whose name(s) and address(es) are as follows:

Initial Members:

Warren W. Borsch III
222 U. S. Highway One, Suite 208
Jupiter, FL 33469

Patricia S. Borsch
222 U. S. Highway One, Suite 208
Jupiter, FL 33469
8. Additional Members. The names and addresses of additional members(s) are as follows: None

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9. Admission of New Members. With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

10 Members Right to Continue Business. The remaining members of the limited liability company shall have the right to continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company as further set forth in the Operating Agreement of the limited liability company

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TALLAHASSEE, FLORIDA



Warren W. Borsch III
Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.)

CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE


Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. Name. The name of the limited liability company is Executive SearchMasters, LLC.
2. Registered Office. The address of the registered office of the limited liability company is 222 U. S. Highway One, Suite 208, Jupiter, FL 33469.
3. Registered Agent. Warren W. Borsch III, is appointed, and by his signature below accepts appointment, to act as the Registered agent of Executive SearchMasters, LLC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company 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.


Warren W. Borsch III