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CORPORATION SERVICE COMPANY

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Tallahassee, FL 32301
850-521-1000 SECRETARY OF STATE
TALLAHASSEE. FLORIDA

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New Filings	Amendment	Qualification
Profit	Amendment	Profit
NFP	COA	NFP
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LTD	Merger	LTD
Other:		
Annual Report	Fictitious Name	Reinstatement

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ARTICLES OF ORGANIZATION OF CAREERS USA PHILADELPHIA, LLC

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SECRETARY OF STATE TALLAHASSEE, FLORID.

ARTICLE I

The name of the limited liability company is CareersUSA Philadelphia, LLC (the "Company").

ARTICLE II

The mailing address and the street address of the principal office of the Company are:

6501 Congress Avenue Suite 200 Boca Raton, Florida 83487

ARTICLE III

The name and street address of the initial registered agent for service of process of the Company in the State of Florida are Jennifer L. Ounjian, 6501 Congress Avenue, Suite 200, Boca Raton, Florida 88487.

ARTICLE IV

The name and address of the Managing Member of the Company are Careers USA, Inc., 6501 Congress Avenue, Suite 200, Boca Raton, Florida 33487.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on behalf of the Company effective as of the 10 day of December, 2003.

Careers USA, Inc., Managing Member

Markyn J Qunjian, CEO

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 cartificate, 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 as provided for in Chapter 608, Florida Statutes.

Jennifer L. Ounjian, Registered Agent