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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 379386 4144K

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 160.00

ORDER DATE : December 30, 2003

ORDER TIME : 3:01 PM

ORDER NO. : 379386-080

CUSTOMER NO: 4144K

CUSTOMER: Ms. Linda H. Autrey
Holland And Knight, Llp

Suite 2000, 1 Atlantic Center
1201 W. Peachtree Street, N.e.
Atlanta, GA 30309-3400

DOMESTIC FILING

NAME: CAREERS USA ATLANTA, LLC

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

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ARTICLES OF ORGANIZATION
OF
CAREERS USA ATLANTA, LLC

ARTICLE I

The name of the limited liability company is CareersUSA Atlanta, 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 33487

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 33487.

ARTICLE IV

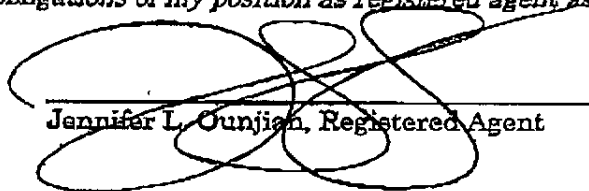
The name and address of the Managing Member of the Company are Careers USA, Inc., 6501 Congress Avenue, Suite 200, Boca Raton, Florida 33487.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on behalf of the Company effective as of the 30 day of December, 2003.

Careers USA, Inc., Managing Member

By: 
Marilyn J. Ounjian, 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 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 as provided for in Chapter 608, Florida Statutes.


Jennifer L. Ounjian, Registered Agent