

**BRIAN E. JOHNSON, P.A.**

*Attorneys At Law*

Brian E. Johnson

7190 Seminole Boulevard  
Seminole, Florida 33772

James E. Johnson II

(727) 391-9756  
Fax (727) 398-4056

PO0000010596

January 17, 2000

Florida Department of State  
Division of Corporations  
New Filings Department  
P.O. Box 6327  
Tallahassee, Florida 32314

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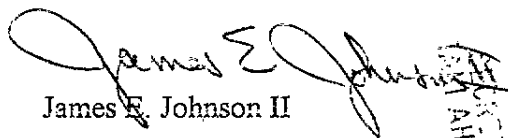
Re: Executive Search, Inc.; Articles of Incorporation

Dear Sir/Madam:

Enclosed please find the executed Articles of Incorporation for Executive Search, Inc. Please file the Articles and return confirmation of the filing to this office in the enclosed self-addressed, stamped envelope. I have included my firm check in the amount of \$70.00 to cover the filing costs.

If you have any questions, please do not hesitate to contact my office.

Sincerely,

  
James E. Johnson II

Enclosures  
cc: Terry L. Miller

FILED  
00 JAN 26 AM 8:22  
TALLAHASSEE FLORIDA

103  
2-1-02

ARTICLES OF INCORPORATION  
OF  
EXECUTIVE SEARCH, INC.

FILED  
00 JAN 26 AM 8:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles Incorporation is a natural person, competent to contract, and hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be EXECUTIVE SEARCH, INC..

ARTICLE II - NATURE OF BUSINESS

The purpose of this Corporation is to engage in every aspect of owning and running a recruiting and headhunter agency and engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock, each share having \$.10 par value per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the original registered office of this corporation shall be 10929 90th Avenue North, Seminole, Florida 33772, and the name of the initial registered agent of this

Corporation at that address is Terry L. Miller.

#### ARTICLE VI - DIRECTORS

The number of Directors may be increased from time to time in the manner set forth in the By-Laws, but the number of Directors shall never be less than one (1).

#### ARTICLE VII - INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
TERRY L. MILLER	10929 90th Avenue N. Seminole, Florida 33772

The person named as Director of the Corporation is of full age and a resident of the United States.

#### ARTICLES VIII - INITIAL OFFICERS

The Corporation's initial officers shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
TERRY L. MILLER, President	10929 90th Avenue N. Seminole, Florida 33772
WANDA J. MILLER, Secretary/ Treasurer	10929 90th Avenue N. Seminole, Florida 33772

#### ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is TERRY L. MILLER, whose address is 10929 90th Avenue North, Seminole, Florida 33772.

#### ARTICLE X - BY-LAWS

The initial By-Laws of the Corporation shall be adopted by the

Board of Directors at the organizational meeting; thereafter the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Shareholders of the Corporation.

**ARTICLE XI - PRINCIPAL OFFICE**

The principal office of this Corporation shall be 10929 90th Avenue North, Seminole, Florida 33772.

IN WITNESS WHEREOF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 24<sup>th</sup> day of January, 2000.

  
TERRY L. MILLER, Incorporator

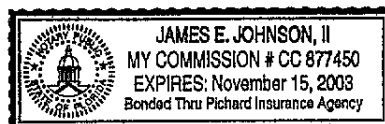
STATE OF FLORIDA )  
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared TERRY L. MILLER, who provided FL Driver's License as identification and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State of named above this 24<sup>th</sup> day of January, 2000.

  
NOTARY PUBLIC

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

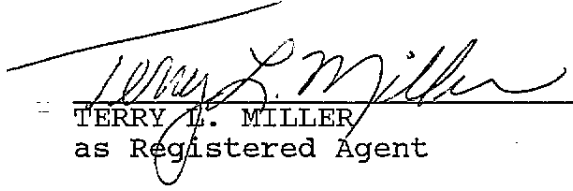
TERRY L. MILLER (name of president goes here)

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted in compliance with said Act:

That EXECUTIVE SEARCH, INC., desiring to organize under  
the laws of the State of Florida with its principal office, as  
indicated in the Articles of Incorporation at City of Seminole,  
County of Pinellas, State of Florida, has named TERRY L. MILLER  
located at 10929 90th Avenue North, Seminole, Florida 33772, as  
its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-  
stated Corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

  
TERRY L. MILLER  
as Registered Agent

**FILED**  
00 JAN 26 AM 8:22  
CLERK OF DISTRICT COURT  
TALLAHASSEE FLORIDA