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LAW OFFICES
Barbara L. Wolf & Co., P.A.
A PROFESSIONAL ASSOCIATION

Attorney Barbara L. Wolf

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January 25, 2000

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*****70.00 *****70.00

Corporation Division
Secretary of State
PO Box 6327
Tallahassee, FL 32314

Re: Incorporation - A & F Executive Recruiters, Inc.

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Incorporation for A & F Executive Recruiters, Inc., along with a check in the amount of \$70 as the filing fee for this corporation.

Please file the original and date stamp the enclosed copy and return to me for my records.
Thank you.

Sincerely,

Barbara Wolf
Attorney Barbara L. Wolf

BLW:lw
Encl.

FILED
00 JAN 28 PM 12:13
TALLAHASSEE, FLORIDA

T. BURCH FEB 2 2000

ARTICLES OF INCORPORATION
OF
A & F EXECUTIVE RECRUITERS, INC.

FILED
00 JAN 28 PM 12:18
TALLAHASSEE, FLORIDA

The undersigned, hereby associated together for the purpose of becoming a Corporation under the Laws of the State of Florida, F.S. 607, by and through the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

ARTICLE I - NAME

The name of the Corporation shall be:

A & F EXECUTIVE RECRUITERS, INC.

ARTICLE II - BUSINESS AND POWERS

The general nature of the business or businesses to be transacted by the Corporation is as follows: A & F EXECUTIVE RECRUITERS, INC. shall be authorized to conduct any and all activities or business permitted under the laws of the United States and of this State and of any foreign government, as fully and to the same extent as natural persons might or could do or to do anything that may lawfully be done by a corporation, including, but not limited to the following:

A) To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary to convenient for the business of this corporation, or business of a similar nature, with any person, corporation, private, public or municipal, body politic under the Government of the United States or any state, territory, or possession thereof or any foreign government so far as and to the extent that the same may be done and performed by corporations organized under the corporation law of this State.

B) To carry on its operations and conduct business in any state, in the District of Columbia, in any territory, dependency, or possession of the United States, and in any foreign country.

C) To borrow or raise money without limit as to amount; to sell, create security interests in, pledge and otherwise dispose of and realize upon book accounts and other chooses in action; to make, draw, accept, endorse, execute, and issue bonds, debentures, notes or other obligations of any nature or in any manner for money so borrowed or in payment for property purchased or for any other of the objects or purposes of this corporation, to secure the principal thereof and the interest thereon by mortgage upon, or creation of security interests in, or pledge of or conveyance or assignment in trust of, the whole or any part of the property, real or personal, of this corporation, wherever situated and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the board of directors may from time to time determine, to sell, exchange, pledge, offer for discount or otherwise dispose of any and all such bonds, debentures, notes or other obligations.

D) To lend money to other persons, partnerships, associations, and corporations, secured by mortgage or other lien on real estate, or pledge or security interests in personal property, or without security, but only to the extent permitted a business corporation under the corporation law of this state.

E) To acquire, by purchase, exchange, or otherwise, all or any part of, or any interest in, the properties, assets, business and goodwill of any one or more persons, firms, associations, or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this state; to pay for the same in cash, property, or its own or other securities; to hold, operate, reorganize, liquidate, sell or in any manner dispose of the whole or any part thereof; and to conduct the whole or any part of any business thus acquired.

F) To acquire by purchase, exchange, lease or otherwise, and to own, hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, create security interests in, pledge, or otherwise dispose of or deal in and with, real and personal property of every class or description and rights and privileges therein wheresoever situate.

G) To employ, hire, and appoint corporations, firms, and individuals in any and all parts of the world to act as agents for this corporation in such capacity and on such conditions as may be determined from time to time by the board of directors.

H) To invest and deal with the funds of this corporation in any manner, and to acquire by purchase or otherwise the stocks, bonds, notes, debentures, and other securities and obligations of any government, state, municipality, corporation, association, or partnership, domestic or foreign and, while owner of any such securities or obligations, to exercise all the rights, powers, and privileges of ownership, including among other things, the right to vote thereon for any and all purposes.

I) To enter into any partnership, limited or general, as limited or general partner, or both, and to enter into any other arrangement for sharing profits, union of interest, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal, or public authority,

domestic or foreign, in the carrying on of any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of this corporation.

J) To organize or cause to be organized under the laws of any state of the United States, or the District of Columbia, or of any territory, dependency, or possession of the United States, or any foreign country, a corporation or corporations for the purpose of transacting, promoting, or carrying on any or all of the objects or purposes for which this corporation is organized, and to dissolve, wind up, liquidate, merge, or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

K) From time to time to provide and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of the employees, including directors and officers of this corporation or of any corporation in which or in the welfare of which the corporation has any interest, and those actively engaged in the conduct of the corporation's business, in the profits of this corporation's legitimate expenses, and for the furnishing to such employees and persons or any of them, at this corporation's expense, of medical services, insurance against accident, sickness or death, pensions during old age, disability, or unemployment, education, housing, social services, recreation, or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as may be determined by the board of directors.

L) To cause or allow the legal title, or any estates, rights or interests in any property owned, acquired, controlled, or operated by this corporation to remain or to be vested in the name of any person, firm, organization, association, or corporation, as agent, trustee, or nominee of this corporation, upon such terms or conditions which the board of directors may consider for the benefit of this corporation.

M) To carry on any of the businesses hereinbefore enumerated for its own account, or for the account of others, and to act as agent for others with respect to any of such businesses and to carry on any other business which may be deemed by it to be calculated directly or indirectly to effectuate or facilitate the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights; and to aid, conduct, manage, or operate any lawful enterprise in relation to the foregoing.

N) To have one or more offices and to do each and every thing necessary or proper for the accomplishment of any one of more of the purposes of the attainment of any one or more of the objects hereinbefore enumerated, or conducive to or expedient for the interest or benefit of the corporation and, in general, to enjoy all the rights and privileges of the corporations for profit governed by the laws of the State of Florida, it being expressly provided that the enumeration of any specific business or power herein shall not be held to limit or restrict in any manner any other business or power of said corporation.

ARTICLE III - STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time shall be 7500 shares of common stock without par value. All of the aforementioned stock is to be issued as fully paid for and exempt from assessment. The capital stock may be paid for in money, property, labor, services or promises to perform services in the future, at a just valuation to be fixed by the Incorporator(s) or by the Director(s) at a meeting called for such purpose.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing on the date of filing these Articles of Incorporation.

ARTICLE V - BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than (1) Director, the exact number of Directors to be set by the By-Laws (when enacted) of this Corporation.

ARTICLE VI - INITIAL DIRECTORS

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office for the first year of the existence of this Corporation, or until their successors are elected and have qualified, are:

ELIZABETH KAM	5012 NW 86th Way Coral Springs, FL 33067
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ARTICLE VII - AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a

written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLES VIII - INITIAL OFFICERS

The offices to be held by the above named Directors are as follows:

President	-	Elizabeth Kam
Secretary	-	Elizabeth Kam
Treasurer	-	Elizabeth Kam

ARTICLE IX - PRINCIPAL OFFICE

The principal office or place of business of the corporation shall be located at 5012 NW 86th Way, Coral Springs, FL 33067, or at such other location as designated by the directors from time to time.

ARTICLE X - SUBSCRIBERS

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Elizabeth Kam	5012 NW 86th Way Coral Springs, FL 33067	7500

ARTICLE XI - MANAGEMENT

The corporation shall be managed by the board of directors, which shall exercise all powers conferred under the laws of the State of Florida, including, without limitation, the power:

SECTION A: To hold meetings, to have one or more offices, and to keep the books of the corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Florida, as may from time to time be designated by the Board.

SECTION B: To make, alter, and repeal By-Laws of the corporation, subject to the reserved power of the stockholders to make, alter and repeal By-Laws.

SECTION C: To determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, record, book, or document of the corporation except as conferred by the laws of the State of Florida

SECTION D: To declare and pay dividends upon the shares of capital stock of the corporation either out of net assets in excess of liabilities including capital or out of net earnings, and to direct the use and disposition of such net assets in excess of liabilities including capital and of such net earnings, all in accordance with the provisions of the laws of the State of Florida.

SECTION E: To fix and determine from time to time an amount to be set apart out of any of the funds of the corporation available for dividends a reserve or reserves for working capital or any other proper purpose or to abolish any such reserve or reserves.

SECTION F: To make lawful disposition of any paid-in or of capital surplus, or create any reserves out of the same, or charge to the same organization expenses or other similar expenses properly chargeable to capital account.

SECTION G: To use or apply any funds of the corporation lawfully available therefor for the purchase or acquisition of shares of the capital stock or bonds or other securities of the corporation, in the market or otherwise, at such price as may be fixed by the Board, and to such extent and in such manner and for such purposes and upon such terms as the Board may deem expedient and as may be permitted by law.

SECTION H: From time to time in such manner and upon such terms and conditions as may be determined by the Board, to provide and carry out and recall, abolish, revise, alter, or change, one or more plan or plans for:

(i) The issue or the purchase and sale of its capital stock or granting of options therefor to any or all of the employees, officers, or directors of the corporation, or of any subsidiaries, and the payment of such stock in installments or at one time, with or without the right to vote thereon pending payment therefor in full, and for aiding any such persons in paying for such stock by contributions, compensation for services, or otherwise;

(ii) The participation by any or all of the employees, officers, or directors of the corporation, or of any subsidiaries in the profits of the corporation or of any branch, division or subsidiary thereof, as part of the corporation's legitimate expenses; and

(iii) The furnishing of any or all of the employees, officers, or directors of the corporation, or of any subsidiaries, at the expense, wholly or in part, of the corporation, of insurance against accident, sickness, or death, pensions during retirement, disability, or unemployment, or other retirement benefits.

SECTION I: From time to time to authorize and issue obligations of the corporations, secured or unsecured, to include therein such covenants and restrictions and such provisions as to redeemability, subordination, convertibility, or otherwise and with such maturities, as the Board in its sole discretion may determine, and to authorize the mortgaging of, granting a security interest in, or pledging of, as security therefor, any part or all of the property of the corporation, real or personal, including after acquired property.

ARTICLE XII - TRANSACTIONS WITH RELATED PARTIES

No contract or other transaction between the corporation and any other corporation or person or entity, in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer of such other corporation or entity, and any director or

directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of the corporation or entity or in which the corporation or entity is interested. No contract, act or transaction of the corporation or entity with any person or persons, firm or corporation, in the absence of fraud, shall be effected or invalidated by the fact that any director or directors of the corporation is a party or are parties to be interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the corporation or entity is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefits of himself or any firm, association, or corporation in which he may be anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XIII

The name and address of the initial registered agent is:

Attorney Barbara L. Wolf
2425 E. Commercial Blvd., Suite 307
Fort Lauderdale, FL 33308

The Board of Directors from time to time may move the Registered office to any other address in the State of Florida.

ARTICLE XIV

Each director and officer of the Corporation, now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such as director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of his own willful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved. The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled by law.

ARTICLE XV

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each Director of the Corporation at least ten days prior to the meeting at which such alteration to the Bylaws is to be voted upon.

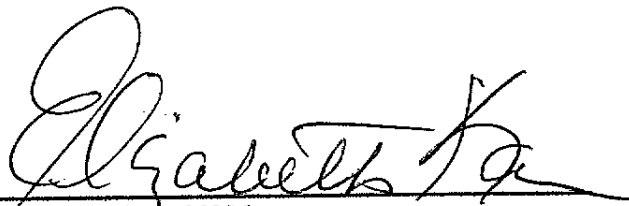
ARTICLE XVI

The Corporation, at its option, shall have the right to purchase back at fair market value all shares of any stockholder and remove any officer and/or director upon clear and convincing evidence or a Court ruling that such stockholder, director and/or officer did commit willful misconduct or gross negligence to the detriment of the Corporation. The option is to be exercised only by a majority of the stockholders who are not the subject of the vote.

ARTICLE XVII

The provisions of this Charter and each and every Article and section hereof, and the By-laws (if enacted) of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on the 25th day of January, 2000.


ELIZABETH KAM

COUNTY OF BROWARD

WITNESS my hand and official seal on the 25th day of January, 2000.

Notary Public, Signature
Notary Public, Written Name



Barbara Wolf
MY COMMISSION # CC795861 EXPIRES
February 12, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

FILED

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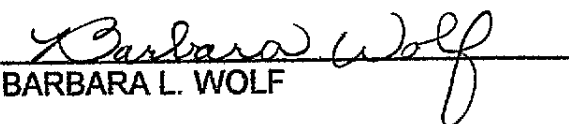
CLERK OF DISTRICT COURT
JULY 1, 1998
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

In pursuance of the Corporation Act, F.S. 607, under the laws of the State of Florida, the following is submitted in compliance with said Act:

That A & F EXECUTIVE RECRUITERS, INC., a Florida Corporation, qualified to do business under the laws of this State, with its principal office in Broward County, Florida, located at 5012 NW 86th Way, Coral Springs, FL 33067, has appointed BARBARA L. WOLF as its agent to accept service of process within this State at: 2425 E. Commercial Blvd., Suite 307, Fort Lauderdale, FL 33308.

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


BARBARA L. WOLF