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00 FEB 10 PM 12: 05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 583513 7204902

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pjitt*

ORDER DATE : February 10, 2000

ORDER TIME : 11:20 AM

ORDER NO. : 583513-005

CUSTOMER NO: 7204902

600003131106--5

CUSTOMER: Mr. Robert T. Michaelson  
MR. ROBERT T. MICHAELSON  
MR. ROBERT T. MICHAELSON  
12th Floor  
156 West 56th Street  
New York, NY 10019

DOMESTIC FILING

NAME: FIRST POINT RECRUITMENT  
(ORLANDO), INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*PH 2/11/2000 ✓*

*W-5119*

RECEIVED  
00 FEB 10 PM 12: 14  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 10, 2000

CSC NETWORKS

SUBJECT: FIRST POINT RECRUITMENT (ORLANDO), INC.  
Ref. Number: W00000003719

We have received your document for FIRST POINT RECRUITMENT (ORLANDO), INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

Please return the original and one copy of 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) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 300A00007086

**RESUBMIT**

please give original  
submission date as file date

RECEIVED  
00 FEB 11 AM 11:22  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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00 FEB 10 PM 12:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

FIRST POINT RECRUITMENT (ORLANDO), INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FIRST POINT RECRUITMENT (ORLANDO), INC.

The address of the principal office of this corporation shall be 156 West 56th Street, 12th Floor, New York, New York 10019, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may 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 one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

David Webster York House, 17 Great Cumberland Place,  
London W1H 7LA, England

Philip Lyons Same

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00 FEB 10 PM 12:06


ARTICLE VII. INCORPORATOR

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name and street address of the incorporator of  
these Articles of Incorporation:

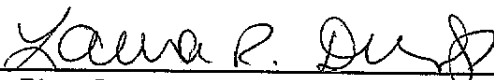
The Company Corporation  
1013 Centre Road  
Wilmington, Delaware 19805

The undersigned incorporator has executed these  
Articles of Incorporation on February 11, 2000.

  
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware  
corporation authorized to transact business in this  
State, having a business office identical with the  
registered office of the corporation named above, and  
having been designated as the Registered Agent in the  
above and foregoing Articles, is familiar with and  
accepts the obligations of the position of Registered  
Agent under Section 607.0505, Florida Statutes.

By:   
Its Agent, Laura R. Dunlap

Authorized Service Representative  
Corporation Service Company

CRI/JANNA WILSON