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WINDY O. WICKMAN
ATTORNEY AT LAW

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

WINDY O. WICKMAN, P.A.
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February 17, 2000

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

Re: Executive Search Placement, Inc.

Dear Sir or Madam:

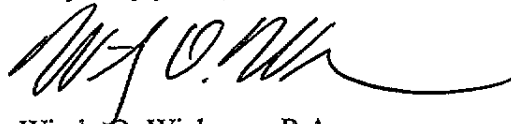
I am enclosing herewith an original and two copies of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$ 87.50 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Certified copy	\$ 8.75
Registered Agent fee	\$ 35.00
Certificate of Status	\$ 8.75

Total \$ 87.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Thank you for your attention to this matter.

Very truly yours,


Windy O. Wickman, P.A.

Enclosures

S. Thompson FEB 24 2000

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE: NAME

The name of this corporation shall be Executive Search Placement, Inc.

ARTICLE TWO: PRINCIPAL OFFICE/MAILING ADDRESS

The street address of the initial principal office is 1759 Winfield Circle, Clearwater, Florida, 33756.

ARTICLE THREE: PURPOSE

The purpose of this corporation is executive employment recruitment.

ARTICLE FOUR: REGISTERED AGENT

The name and street address of the initial registered agent and office of this corporation is:

Michael J. Riordon
1759 Winfield Circle
Clearwater, Florida 33756.

ARTICLE FIVE: DURATION

The term of existence of the corporation is perpetual.

ARTICLE SIX: INCORPORATOR

The name and address of the Incorporator is:

<i>Name</i>	<i>Address</i>
Michael J. Riordon	1759 Winfield Circle Clearwater, Florida 33756.

ARTICLE SEVEN: CAPITAL STOCK

The number of shares the corporation is authorized to issue is 1000 shares, all of which shall be common shares with par value of \$1.00.

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ARTICLE EIGHT: DIRECTORS

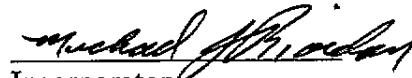
The name and address of the initial directors are:

<i>Name</i>	<i>Title</i>	<i>Address</i>
Michael J. Riordon	President	1759 Winfield Circle Clearwater, Florida 33756
Lorelei L. Keif	Vice President	1759 Winfield Circle Clearwater, Florida 33756.

ARTICLE NINE: AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17 day of February, 2000.


Incorporator

Having been named as registered agent and to accept service of process for the above-stated corporation 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.


Registered Agent

2-17-00
Date