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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

CAREER QUEST RECRUITMENT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

FOR

Career Quest Recruitment, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Career Quest Recruitment, Inc.

ARTICLE II

The initial street address of the corporation's principal office is 14589-D Canalview Drive, Delray Beach, Florida 33484.

ARTICLE III

The total number of shares of capital stock which the corporation shall be authorized to issue is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation will begin is not less than \$500.00.

Barry G. Segal, Esquire
2027 Indian River Boulevard
Suite 1
Vero Beach, Florida 32960
Telephone: (561) 794-2077
Florida Bar Number: 79723

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ARTICLE V

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The corporation shall have perpetual existence.

ARTICLE VI

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE VII

This Corporation shall have no less than one Director at any time. The number of Directors may be increased or diminished from time to time, By-Laws adopted by the Stockholders.

The name and post office address of the member of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the Corporation's existence, or until successors are elected and shall have qualified, is as follows:

John J. Basilone

14589-D Canalview Drive
DeRay Beach, Florida 33484

ARTICLE VIII

The name and address of the incorporator is:

Barry G. Segal

2027 Indian River Boulevard
Suite 1
Vero Beach, Florida 32960

ARTICLE IX

The name and address of the person signing these Articles of Incorporation as subscriber is:

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Barry G. Segal

2027 Indian River Boulevard
Suite 1
Vero Beach, Florida 32960

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ARTICLE X

The Corporation shall have the power and authority to indemnify any officer or any shareholder or any former officer or shareholder to the fullest extent permitted by law.

ARTICLE XI

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders in proportion to the number of shares of stock in the corporation which each shareholder then owns.

ARTICLE XII

The name and post office address of the officers of the Corporation, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, is as follows:

PRESIDENT/ SECRETARY
TREASURER:John J. Basilone
14589-D Canalview Drive
Delray Beach, Florida 33484

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Vero Beach, Indian River County, Florida, on this 24th day of March, 2000.


Barry G. Segal, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Career Quest Recruitment, Inc., desiring to organize or qualify under the laws of the State of Florida has named Barry G. Segal as its registered agent to accept service of process within Florida, at: 2027 Indian River Boulevard, Suite 1, Vero Beach, Florida 32960.

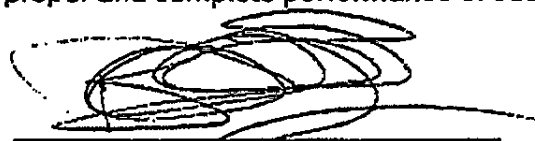


Barry G. Segal
TITLE: Incorporator

Date: March 24, 2000

Having been named registered agent to accept service of process for the above stated corporation, at the place designated in the certificate,

I, Barry G. Segal, hereby agree to act in that capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties.



Barry G. Segal

Dated: March 24, 2000

Career Quest Recruitment, Inc.

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