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Brian E. Johnson

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James E. Johnson II

00 APR 18 AM 10:51

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

April 14, 2000

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

600003212486-3
-04/18/00-01051-005
*******78.75 *****78.75**

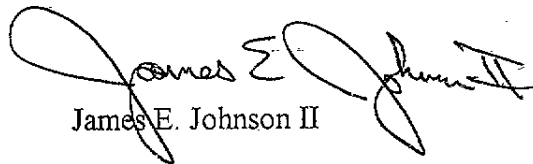
Re: Talent Networking.com, Inc.; Articles of Incorporation

Dear Sir/Madam:

Enclosed please find the executed Articles of Incorporation for Talent Networking.com, 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 \$78.75 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: Cynthia L. O'Neill

FILED
00 APR 18 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

24 4/24/00

ARTICLES OF INCORPORATION
OF
TALENT NETWORKING.COM, INC.

FILED
00 APR 18 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of 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 Talent Networking.com, Inc.

ARTICLE II - NATURE OF BUSINESS

The purpose of this Corporation is to engage in every aspect of talent consulting 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 7190 Seminole Boulevard, Seminole, Florida 33772, and the name of the initial registered agent of this

Corporation at that address is Brian E. Johnson.

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 (2).

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>
CYNTHIA L. O'NEILL	P.O. Box 3436 Seminole, Florida 33775
PAMELA R. SINDLER	P.O. Box 3436 Seminole, Florida 33775

The persons named as Directors of the Corporation are of full age and residents of the United States.

ARTICLES VIII - INITIAL OFFICERS

The Corporation's initial officers shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
CYNTHIA L. O'NEILL, President Treasurer	P.O. Box 3436 Seminole, Florida 33775
PAMELA R. SINDLER, Vice President Secretary	P.O. Box 3436 Seminole, Florida 33775

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is CYNTHIA L. O'NEILL, whose address is P.O. Box

3436, Seminole, Florida 33775.

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 P.O. Box 3436, Seminole, Florida 33775.

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 12th day of April, 2000.

Cynthia L. O'Neill
CYNTHIA L. O'NEILL, Incorporator

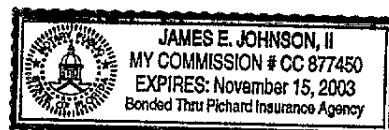
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared CYNTHIA L. O'NEILL who provided personally known as identification and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State of named above this 12th day of April, 2000.

James E. Johnson II
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.

CYNTHIA L. O'NEILL (name of president goes here)

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

That Talent Networking.com, 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 Brian E. Johnson
located at 7190 Seminole Boulevard, 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.


BRIAN E. JOHNSON
as Registered Agent

FILED
00 APR 18 AM 10:51
TALLAHASSEE, FLORIDA
SECRETARY OF STATE