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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 652834 7210456

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizot*

00 MAY -5 PM 5:00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ORDER DATE : April 6, 2000

ORDER TIME : 2:40 PM

ORDER NO. : 652834-005

CUSTOMER NO: 7210456

500003241665--8

CUSTOMER: Mr. Francisco Sinta  
MR. FRANCISCO SINTA  
MR. FRANCISCO SINTA  
17691 Sw 12 St.

Pembroke Pines, FL 33029

DOMESTIC FILING

NAME: HUMAN CAPITAL CONSULTANTS,  
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:

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32304

00 MAY -5 PM 4:39

RECEIVED

*JS*  
*5/8/00*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAY -5 PM 5: 00

ARTICLES OF INCORPORATION  
OF

HUMAN CAPITAL CONSULTANTS, 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:

HUMAN CAPITAL CONSULTANTS, INC.

The address of the principal office of this corporation shall be 4300 N. University Drive, #D-206, Lauderhill, Florida 33351 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 17691 SW 12 Street, Pembroke Pines, Florida 33029, and the name of the initial registered agent of the corporation at that address is Francisco J. Sinta.

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:

Francisco J. Sinta	17691 SW 12 Street Pembroke Pines, FL 33029
Eric H. Smallwood	22 Norfolk Avenue Maplewood, NJ 07040

ARTICLE VII. INCORPORATOR

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

The Company Corporation  
1013 Centre Road  
Wilmington, Delaware 19805

The undersigned incorporator has executed these  
Articles of Incorporation on May 5, 2000..

Deborah D. Skipper  
It's Incorporator, Deborah D. Skipper

BDI/JANNA WILSON

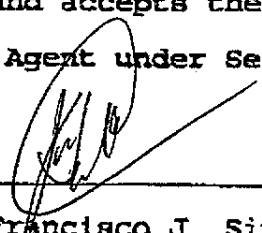
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY -5 PM 5:00

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

Francisco J. Sinta, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

HUMAN CAPITAL CONSULTANTS, INC.

Francisco J. Sinta is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:   
Typed Name: Francisco J. Sinta

CRL