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May 22, 2000

FILED  
00 MAY 24 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Re: The Femar Group, Inc.

600003265326--7  
-05/24/00--01066--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madame:

Enclosed for filing are original and a copy of Articles of Incorporation of the following corporation:

**THE FEMAR GROUP, INC.**

We enclose the original and a copy of the Articles for you to stamp and return along with the proper certificate for a certified copy of the Articles. Also enclosed is our firm check in the amount of \$78.75 for filing fees, certified copy and registered agent designation. Please return these documents in the self-addressed stamped envelope.

Thank you for your assistance. If you have any questions please call.

Sincerely,



LAWRENCE L. LIDFELDT

LLL/rr  
Enc.

F. CHESLER JUN 1 2000

ARTICLES OF INCORPORATION  
OF  
THE FEMAR GROUP, INC.

00 MAY 24 PM 2:10  
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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That the undersigned does hereby certify that he has formed a body corporate under and by virtue of the laws of the State of Florida, and especially under and by virtue of Chapter 607 of the Florida Statutes, for the transaction of business with and under the following charter:

ARTICLE I

The name of the corporation shall be: THE FEMAR GROUP, INC., 375 Douglas Avenue, Suite 2009, Altamonte Springs, Florida 32715.

ARTICLE II

The general nature of the business to be conducted by the corporation shall be, but not limited to, all rights and activities regularly associated with or reasonably related to the business of management recruiting.

ARTICLE III

The general powers of this corporation shall include all powers enumerated under Section 607.0302 of the laws of the State of Florida and are to include, but not be limited to:

1. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

2. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

3. To lend money to and use its credit to assist its officers and employees in accordance with Section 607.0833 of the laws of the State of Florida.

4. To purchase, take, receive, subscribe for or otherwise acquire, own, vote, hold, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares or other interest in or obligations of other domestic or foreign corporations, associations, partnerships or individuals, direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

5. To make contracts and guarantees and incur liability, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge all or any of its property, franchises and income.

6. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

7. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or outside the State.

8. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

9. To make and alter By-Laws, not inconsistent with these Articles of Incorporation or with the laws of this State for the administration and regulation of the affairs of the corporation.

10. To make donations for the public welfare or for charitable, scientific or educational purposes.

11. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

12. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries. Further, to provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

13. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

14. To conduct its business or any part or parts thereof in the United States, or any of them in the territories of the District of Columbia, and in any and all dependencies, colonies or possessions of the United States and in foreign countries or jurisdictions, without restriction as to place, and to have one or more offices or agencies and keep such books of the company outside of the State of Florida as are not required by law to be kept within the State.

15. To do all and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation or any amendments thereto or necessary or incidental to the protection or benefit of this corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation, whether or not such business is similar to the nature of the objects set forth to the same extent as a natural person might or could do.

16. None of the objects and powers hereinabove specified and clauses and paragraphs contained in this Article, shall in anyway be limited or restricted by references to or inference from the terms or any other objects, powers, clauses or paragraphs of this Article or any other Article in this Certificate, but the objects and powers specified in each of the paragraphs and clauses in this Article shall be regarded as independent objects and powers. The foregoing clauses shall be construed both as objects and powers and it is expressly provided that the foregoing enumeration of specific powers not be held to restrict or limit in any manner the powers of this corporation as may be provided by law or otherwise.

#### ARTICLE IV

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

#### ARTICLE V

The corporation shall have perpetual existence unless sooner dissolved according to law. The corporation shall be desnated as an "S Corporation". For Internal Revenue Service and tax purpose.

#### ARTICLE VI

The street address of the initial registered office of this corporation is 375 Douglas Avenue, Suite 2009, Altamonte Springs, Florida 32715 and the name of the initial registered agent of this corporation at that address is Micheal S. Bernstein.

#### ARTICLE VII

The business of the corporation shall be conducted and managed by a Board of Directors, consisting of not less than one member, as fixed from time to time by the By-Laws of the corporation. The Board of Directors shall be elected or appointed by the stockholders, but it shall not be necessary that such directors be stockholders of the corporation.

#### ARTICLE VIII

The names and addresses of the first Board of Directors of this corporation who shall hold office until their successors have been elected and qualified shall be:

<u>NAMES</u>	<u>ADDRESSES</u>
Micheal S. Bernstein	375 Douglas Avenue #2009 Altamonte Springs, FL 32715
Heddy R. Bernstein	1219 Astorwood Court Altamonte Springs, FL 32714

#### ARTICLE IX

The officers of the corporation shall be elected by the Board of Directors of the corporation at a meeting to be held immediately following each annual meeting of the stockholders. New offices may be created and appointments may be made therefor and any office that may become vacant may be filled by the Board of Directors of the corporation at any regular meeting or any special meeting called for that purpose. The duties of the officers of the corporation shall be prescribed by the By-Laws.

The officers who shall serve during the first year of existence of the corporation or until their successors are elected and have qualified are as follows:

PRESIDENT: Micheal S. Bernstein

VICE-PRESIDENT: Heddy R. Bernstein

SECRETARY: Heddy R. Bernstein

TREASURER: Micheal S. Bernstein

#### ARTICLE X

The names and addresses of the subscribers to the capital stock of the corporation and the number of shares they agree to take are:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>NO. OF SHARES</u>
Micheal S. Bernstein	375 Douglas Avenue #2009 Altamonte Springs, FL 32715	500
Heddy R. Bernstein	1219 Astorwood Court Altamonte Springs, FL 32714	500

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation at the price for which they are to be purchased by the other persons.

#### ARTICLE XI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE XII

In furtherance, and not in limitation of the powers conferred by Statute, the corporation shall have and may exercise the following powers:

1. The corporation shall have the power, if the By-Laws so provide, to hold meetings, both of stockholders and directors, either within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.

2. Meeting of the Directors and Stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the By-Laws of the corporation shall not prevent, and nothing herein shall be construed as preventing, any stockholder or director from waiving notice of any meeting in such manner as may be provided or permitted by the Statutes of the State of Florida and by the By-Laws of this corporation consistent therewith.

3. The number of directors of this corporation shall be fixed from time to time by the By-Laws and may be increased or decreased as shall be provided by the By-Laws, subject to any limitations imposed by the Certificate of Incorporation or any amendment thereto. Any vacancy in the Board of Directors caused by an increase in the number of directors, or by death, resignation or other case, may be filled by the directors in the office by the affirmative vote or a majority thereof and the person so chosen to fill such vacancy shall hold office until the next meeting of the stockholders and until his successor shall have been elected and shall have qualified.

4. The corporation in this By-Laws may confer upon the directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by Statute.

5. It shall not be necessary for any officer of the corporation, other than the President, to be director or for any officer to be a stockholder.

6. The annual meeting of the stockholders shall be held on such day as may be fixed by the By-Laws of the corporation and the date of such meeting may be changed from time to time as the By-Laws may provide; and the manner of calling meetings of the stockholders and directors shall be fixed by the By-Laws.

7. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of stockholders are subject to this reservation.

#### ARTICLE XIII

Each director and officer, in consideration of his service, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of or for any advice concerning any claim asserted or proceedings brought against him by reason of his being or having been an officer of the corporation or director of the corporation, whether or not wholly owned by reason of any act or omission to act as such director or officer provided that he shall not have been derelict in the performance of his duty as to the matter or matters in respect of which claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or officer may be entitled to as a matter of law.

#### ARTICLE XIV

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors or officers of such other firm or corporation; and any director or directors or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation with any other person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from this contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be anyway interested.





CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE \_\_\_\_\_

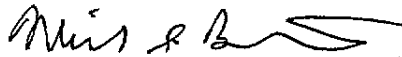
FOR THE SERVICE OF PROCESS WITHIN THIS STATE

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That THE FEMAR GROUP, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Altamonte Springs, County of Seminole, State of Florida, has named Micheal S. Bernstein located at 375 E. Douglas Avenue, #2009, Altamonte Springs, Florida 32715 as it's agent to accept service of process within this State.

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 provisions of said Act relative to keeping open said office.



REGISTERED AGENT  
Micheal S. Bernstein

00 MAY 24, PM 2:10  
FILED  
SECRETARY OF STATE  
TALAHASSEE, FLORIDA