



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 762442 4300A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 13, 2000

ORDER TIME : 1:05 PM

ORDER NO. : 762442-005

CUSTOMER NO: 4300A

CUSTOMER: Beth M. Moskowitz, Legal Asst
Weiner Cummings & Vittoria, P.
A.
4th Floor
1428 Brickell Avenue
Miami, FL 33131

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-07/13/00--01068--007

*****78.75 *****78.75

DOMESTIC FILING

NAME: TALENT2JOB, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar - EXT. 1124

EXAMINER'S INITIALS:

RECEIVED
00 JUL 13 AM 1:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
00 JUL 13 PM 2:47
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 13 PM 2:47

TALENT2JOB, INC.

ARTICLES OF INCORPORATION

The undersigned, desiring to incorporate a professional service corporation under the provisions of Chapter 621, Fla. Stat. (Professional Service Corporation and Limited Liability Company Act) and Chapter 607 Fla. Stat. (Florida Business Corporation Act), does hereby certify:

A. The name of the Corporation is:

Talent2Job, Inc.

1. The principal office address of the Corporation is:

1315 St. Tropez Circle, Weston, FL 33326

2. The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is **One Thousand (1000) shares of common stock** having a par value of **One Dollar (\$1.00)** each.

3. There shall be no preemptive rights with respect to any shares of stock of the Corporation.

4. The registered office of the Corporation shall be located at **1428 Brickell Avenue, Suite 400, Miami, FL 33131**, and the initial Registered Agent shall be **Paul M. Cummings**

5. The name and the present address of the sole incorporator hereof is:

| <u>Name</u> | <u>Address</u> |
|--------------------------|---|
| STEVEN A. WELLINS | 101 Northwest 108th Way Plantation, FL 33324 |

6. The Board of Directors shall be comprised of **Two (2)** members. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

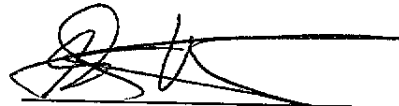
The name and address of the Directors are:

| <u>Name</u> | <u>Address</u> |
|--------------------------|---|
| STEVEN A. WELLINS | 101 Northwest 108th Way Plantation, FL 33324 |
| MICHELLE FARBER | 1315 St. Tropez Circle Weston, FL 33326 |

7. The general nature of the business to be transacted by the Corporation shall be to engage in and to do any lawful act permitted under the laws of the United States of America and of the State of Florida, as limited by the provisions of the Florida Business Corporation Act.

8. The term for which the Corporation is to exist is perpetual.

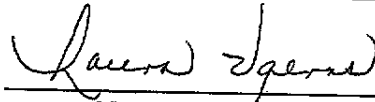
IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this ____ day of July, 2000.



STEVEN A. WELLINS
Incorporator

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12 day of July, 2000, by STEVEN A. WELLINS, who is personally known to me, or has produced (type of i.d.) _____ as identification.



(SEAL)

Notary Public, State of Florida



Laura Vgeros

My Commission CC799454

Expires December 27, 2002

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 13 PM 2:47

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Talent2Job, Inc.
2. The name and address of the registered agent and office is:

PAUL M. CUMMINGS
P.O. BOX NOT ACCEPTABLE

1428 Brickell Avenue, Suite 400, Miami, FL 33131
(CITY/STATE/ZIP)

SIGNATURE



(corporate officer) (Incorporator)

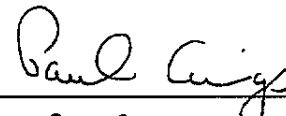
TITLE Incorporator

DATE

7/12/2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE

July 12, 2000

REGISTERED AGENT FILING FEE: \$35.00