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August 10, 2000

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State of Florida
Department of State
Corporate Division
P. O. Box 6327
Tallahassee, Florida 32314

RE: PC TALENTS, INC.

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file in your offices and return a certified copy to this office.

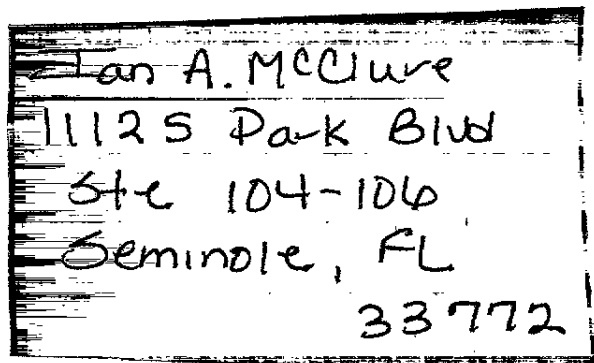
I am enclosing a check in the amount of ~~\$122.50~~, covering the filing fee and one certified copy.

Very truly yours,

IAN A. McCLURE

IAM/mb

Enc.



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00 AUG 11 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-18

ARTICLES OF INCORPORATION
OF
PC TALENTS, INC.

FILED

00 AUG 11 AM 9:14

SECRETARY OF STATE

TALLAHASSEE, FLORIDA

The undersigned acting as Incorporator of PC TALENTS, INC. under the Florida General Corporation, Act, adopts the following Articles of Incorporation for such corporation:

1. Name. The name of this corporation is PC TALENTS, INC.
2. ADDRESS. The principal office and initial mailing address of the corporation is: 11125 Park Blvd., Ste 104-106
Seminole, FL 33772
3. Duration. The period of its duration is perpetual.
4. Purpose. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
5. Capital Stock. The corporation is authorized to issue one hundred (100) shares, all of one class, at no par value.
6. Initial Registered Office and Agent. The name and address of the initial registered agent of this corporation is as follows: IAN A. McCLURE, 10546 53rd Avenue North, Seminole, FL 33708.
7. Incorporator. The name and address of the incorporator signing these Articles of Incorporation is:

Name

Address

IAN A. McCLURE

10546 53rd Avenue North
Seminole, FL 33708

8. By-Law Amendment. The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board

of Directors and the Shareholders.

9. Indemnification. The corporation may be empowered to indemnify any officer, or any former officer, in the manner set out and provided for in the By-Laws of this corporation, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

10. Corporate Affairs. The affairs of the corporation shall be managed by its shareholders.

11. Amendment of Articles. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


12. Pre-emptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the

corporation within thirty (30) days of receipt of notice from the corporation.

13. Informal Action of Shareholders. Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by all the stockholders who would be entitled to vote upon such action at a stockholders meeting and filed with the Secretary of the corporation as part of the corporate records.

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

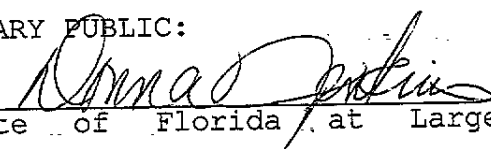
IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent has executed these Articles of Incorporation this 9 day of August, 2000.


IAN A. McCLURE

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 9 day of August, 2000, by IAN A. McCLURE, who is personally known to me and who did take an oath.

NOTARY PUBLIC:


State of Florida, at Large

My Commission Expires:

DONNA JENKINS
Notary Public, State of Florida
My comm. expires June 18, 2000
Comm. No. CC 562551

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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