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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT - 5 PM 3:28

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FLORIDA PROFIT CORPORATION OR P.A.

TALENTSTREAM, INC.

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|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 06 |
| Estimated Charge | \$78.75 |

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ARTICLES OF INCORPORATION

OF

TalentStream, Inc.

CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

TalentStream, Inc.
200 South Biscayne Blvd. #4600
Miami, FL 33131

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TALLAHASSEE, FLORIDA

ARTICLE II

CORPORATE EXISTENCE

The existence of the corporation shall be perpetual. Corporate existence shall begin upon the filing of the Articles of Incorporation by the Florida Department of State.

ARTICLE III

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue a maximum of five hundred (500) shares of stock. The shares authorized shall be common stock, having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

**George G. Sirota
200 South Biscayne Blvd. #4600
Miami, FL 33131**

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time according to the by-laws, but shall never be less than one.

The name and address of the initial director of this Corporation is:

NAME

ADDRESS

George G. Sirota

**200 South Biscayne Blvd. #4600
Miami, FL 33131**

The members of this Board of Directors shall hold office until the first annual meeting of stockholders of the Corporation.

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ARTICLE VII

INCORPORATORS

The name and post office of the Incorporator executing these Articles of
Incorporation is as follows:

INCORPORATOR

George G. Sirota

ADDRESS

200 South Biscayne Blvd. #4600
Miami, FL 33131

The undersigned, being the original subscriber to these Articles of Incorporation,
for the purpose of forming a Corporation for profit and to do business both within and
without the State of Florida, do hereby make, subscribe, acknowledge and file these
Articles of Incorporation, hereby declaring and certifying that the facts herein stated are
true and, accordingly, has hereunto set his hand and seal this

5 day of Oct., 2000.


George G. Sirota

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STATE OF FLORIDA)

) SS

COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized in the State of Florida, County of DADE to take acknowledgments, personally appeared George G. Sirota, the person described as Incorporator in the foregoing Articles of Incorporation, who is personally known to me or who presented the following identification:

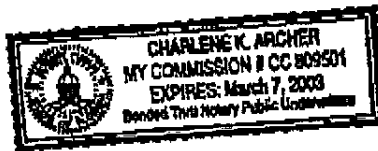
FL DL # 8630-300-SS-047-0

WITNESS my hand and seal at Miami, DADE County, Florida
this 5th day of October, 2000.



Notary Public
State of Florida

My Commission expires:



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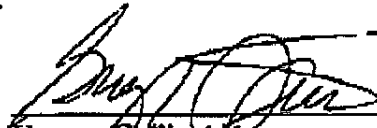
**CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates
George G. Sirota, as its Registered Agent to accept service of process within this State.



 George G. Sirota

The undersigned hereby accepts the foregoing designation as Registered Agent
 for service of process within the State of Florida, and agrees to comply with the
 provisions of the law applicable to said designation.



 George G. Sirota

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