

C. NORRIS TILTON, P.A.
ATTORNEY AND COUNSELOR AT LAW
TILTON BUILDING
1935 N.E. RICOU TERRACE
JENSEN BEACH, FLORIDA 34957

TELEPHONE (561) 334-3305
FAX (561) 334-2058

C. NORRIS TILTON
REAL PROPERTY LAW
AND ESTATE PLANNING & ADMINISTRATION

FILED
00 OCT 23 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P000000100082

October 20, 2000

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Hudson Associates HR Consulting, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of Articles of Incorporation and Acceptance of Registered Agent for Hudson Associates HR Consulting, Inc.

Also enclosed is our check in the amount of \$70.00 to cover the filing fee and fee for Designation of and Acceptance by a Registered Agent.

Please provide me with a non-certified copy of these Articles of Incorporation.

Thank you for your cooperation in this matter.

Very truly yours,

C. Norris Tilton

C. Norris Tilton

CNT:jw
Enclosures

400003435884--2
-10/23/00--01129--005
*****70.00 *****70.00

10-24

FILED
00 OCT 23 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HUDSON ASSOCIATES HR CONSULTING, INC.

The undersigned Incorporator of these Articles of Incorporation, being a natural person competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

HUDSON ASSOCIATES HR CONSULTING, INC.

The initial principal place of business of this corporation shall be:

1357 NE Ocean Blvd., #204, Stuart, Florida 34996 .

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact 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 TWO THOUSAND FIVE HUNDRED (2,500) shares of Common Stock, each share having a par value of ONE DOLLAR (\$1.00).

ARTICLE IV – ADDRESS

The street address of the initial registered office of the corporation shall be, and the name

of the initial Registered Agent of the corporation at that address is: **JAMES E. HUDSON, 1357 NE Ocean Blvd., #204, Stuart, Florida 34996.**

ARTICLE V - TERM OF EXISTENCE

This corporation shall exist perpetually commencing on the date of incorporation. The effective date of this incorporation shall be December 1, 2000.

ARTICLE VI - DIRECTORS

This corporation shall initially have one (2) Directors. The maximum number of Directors of the corporation shall be four (4). The names and addresses of the initial Directors, who shall hold office until their successor(s) are elected and qualified, are as follows:

JAMES E. HUDSON 1357 NE Ocean Blvd., #204, Stuart, FL 34996

VICKI D.W. HUDSON 1357 NE Ocean Blvd., #204, Stuart, FL 34996

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are:

| NAME | ADDRESS |
|--|--|
| JAMES E. HUDSON , President & Secretary | 1357 NE Ocean Blvd., #204 Stuart, Florida 34996 |
| VICKI D.W. HUDSON , Vice President and Treasurer | 1357 NE Ocean Blvd., #204 Stuart, Florida 34996 |

ARTICLE VIII – INCORPORATOR

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

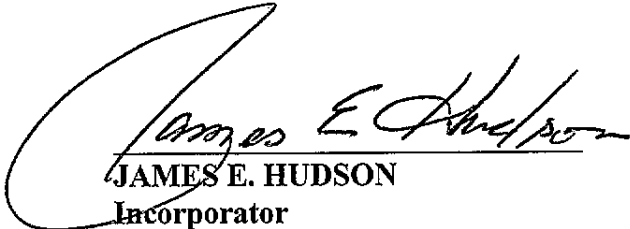
JAMES E. HUDSON 1357 NE Ocean Blvd., #204, Stuart, FL 34996

ARTICLE IX – AMENDMENT

These Articles of Incorporation may be amended by a majority interest of the

Shareholders of the corporation at a meeting duly called for such purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 18 day of October, 2000.


JAMES E. HUDSON
Incorporator

STATE OF FLORIDA

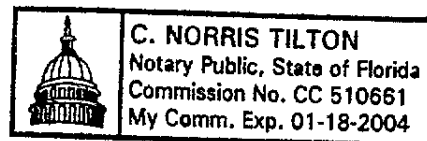
COUNTY OF MARTIN

BEFORE ME, personally appeared **JAMES E. HUDSON**, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 18th day of October, 2000.


Notary Public

My Commission Expires:



FILED
00 OCT 23 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE
DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

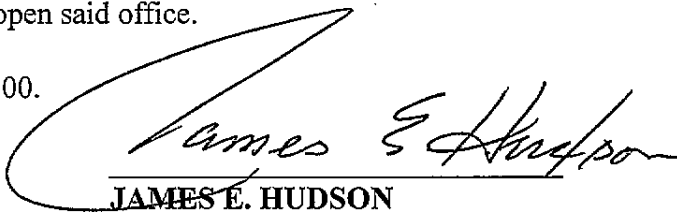
Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

HUDSON ASSOCIATES HR CONSULTING, INC., desiring to organize under the laws of the State of Florida, with its Registered Office at **1357 NE Ocean Blvd., #204, Stuart, Florida 34996**, hereby appoints **JAMES E. HUDSON**, as its Registered Agent to accept service of process within this State.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 18th day of October, 2000.


JAMES E. HUDSON
Registered Agent