

## Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

## To:

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

## From:

Account Name : KAY, GRONEK & LATHAM, LLP  
Account Number : I20000000025  
Phone : (407) 481-5800  
Fax Number : (407) 481-5801

**FLORIDA PROFIT CORPORATION OR P.A.****TalentKeepers, Inc.**

|                       |         |
|-----------------------|---------|
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**ARTICLES OF INCORPORATION  
OF  
TALENTKEEPERS, INC.**

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The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be TalentKeepers, Inc.

**ARTICLE II - TERM OF EXISTENCE**

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

**ARTICLE III - GENERAL PURPOSES**

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is One Thousand (1,000), which shall be designated Common Shares with a par value of one cent (0.01¢) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the state of Florida is 390 N. Orange Avenue, Suite 600, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is KG&L Services, Inc.

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### **ARTICLE VI - INCORPORATOR**

The name and street address of the incorporator of the corporation are:

Name

Address

Robert J. Gronek

390 North Orange Avenue, Suite 600  
Orlando, FL 32801

### **ARTICLE VII - BY-LAWS**

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

### **ARTICLE VIII - PRINCIPAL OFFICE**

The principal office of the corporation in the state of Florida is 12 Trilby Branch, Longwood, Florida 32779.

### **ARTICLE IX - AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended in any manner permitted by law.

### **ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 13th day of November, 2000.

  
ROBERT J. GRONEK, Incorporator

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**ACKNOWLEDGMENT**

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 13th day of November, 2000, by **ROBERT J. GRONEK**, as incorporator, who is personally known to me.

 Pamela S. Hanna  
My Commission CC886524  
Expires July 27, 2001

  
NOTARY PUBLIC

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TALLAHASSEE FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, **KG&L SERVICES, INC.**, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

By:   
ROBERT J. GRONEK, President

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