

PO1000023435

Mattlin & McClosky

LAW OFFICES
2300 GLADES ROAD
SUITE 400, EAST TOWER
BOCA RATON, FLORIDA 33431
TELEPHONE 561/368-9200
FACSIMILE 561/395-7050

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FRED W. MATTLIN
GREGG W. McCLOSKEY
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DAVID J. PASCUZZI
GARY W. KOVACS
ROBERT S. HORWITZ
BILL J. IOANNOU
JOHN IOANNOU, JR.

February 21, 2001

Florida Department of State
Division of Corporations
Attn: New Filings
409 East Gaines Street
Tallahassee, Florida 32399

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

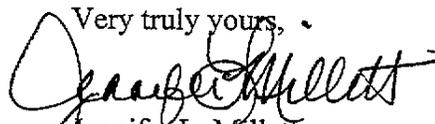
Re: Articles of Incorporation & Certificate of Designation of Registered Agent/Registered Office
Career Specialists, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for the above-referenced entity. Kindly file same.

I have enclosed a check in the amount of \$78.75 to cover the fee for filing this document. A self-addressed stamped envelope is enclosed for the return of the certified, stamped copy.

If you have any questions, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,

Jennifer L. Millett
Paralegal

JLM/ph
Enclosures

Handwritten note:
Saw
3/16/01
SV

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
FOR
CAREER SPECIALISTS, INC.**

The undersigned, for the purpose of forming a Florida professional corporation pursuant to Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the professional corporation shall be:

Career Specialists, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this professional corporation shall be:

12084 Rockwell Way
Boca Raton, Florida 33428

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this professional corporation is authorized to have outstanding at one time is:

1,000 Shares Of Common Stock.

ARTICLE IV. REGISTERED AGENT

The name and address of the initial registered agent is:

Lisa Luzunaris
12084 Rockwell Way
Boca Raton, Florida 33428

ARTICLE V. TERM OF EXISTENCE

This professional corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Steven G. Schwartz, Esquire
Mattlin & McClosky
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

ARTICLE VII. DIRECTORS

All corporate powers shall be executed by or under the authority of, and the business and affairs of the professional corporation shall be managed by, the Board of Directors. This professional corporation shall have one (1) director, initially. The name and address of the sole Director is:

Lisa Luzunaris
12084 Rockwell Way
Boca Raton, Florida 33428

ARTICLE VIII. OFFICERS

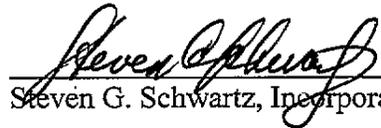
This professional corporation shall have one (1) officer, initially. The name, address and position of the initial officer is:

Lisa Luzunaris, President / CEO
12084 Rockwell Way
Boca Raton, Florida 33428

ARTICLE IX. NATURE OF BUSINESS

This professional corporation may engage or transact in any and all lawful activities of businesses permitted under the laws of the United States, the State of Florida and any other state or territory.

The undersigned has executed these Articles of Incorporation this 20 day of February, 2001.



Steven G. Schwartz, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

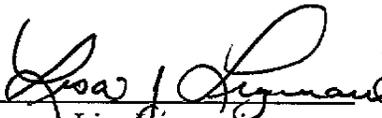
Pursuant to the provisions of section 607.0501 of the Florida Statutes, the professional corporation, Career Specialists, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name and address of the registered agent/registered office is:

Lisa Luzunaris
12084 Rockwell Way
Boca Raton, Florida 33428

Having been named as registered agent and to accept service of process for the above stated professional corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: February 20, 2001.



Lisa Luzunaris

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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