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ALAN C. SHEPPARD, OF COUNSEL

October 16, 2001

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

600004641176--9  
-10/18/01--01027--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: BeingRecruited.com, Inc.

Gentlemen:

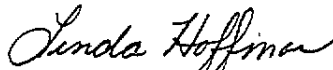
Enclosed herewith please find executed original and copy of Articles of Incorporation with respect to BeingRecruited.com, Inc.

Also enclosed please find our check in the amount of \$78.75 in payment of the following fees:

Designation of Registered Agent	35.00
Filing Fee	35.00
Certified Copy	8.75
TOTAL	\$ 78.75

Please file the Articles of Incorporation and return to the undersigned a certified copy of same. Thank you for your assistance in this matter.

Sincerely,



Linda A. Hoffman  
For the Firm

LAH:las

Enclosures

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FILED  
01 OCT 18 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OCT 19 2001

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01 OCT 18 AM 9:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**BeingRecruited.com, Inc.**

ARTICLE ONE - NAME

The name of the corporation is BeingRecruited.com, Inc.

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of one (\$1.00) dollar par value common stock.

ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 17 W. Cedar Street, Suite 1, Pensacola, Florida 32501 with a mailing address of 17 W. Cedar Street, Suite 1, Pensacola, Florida 32501, and the name of the initial registered agent of this corporation is Eric J. Nickelsen with his address at 17 W. Cedar Street, Suite 3, Pensacola, Florida 32501.

## ARTICLE SIX - INITIAL BOARD OF DIRECTORS AND SPECIFIC POWERS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Eric J. Nickelsen	17 W. Cedar Street, Suite 3 Pensacola, Florida 32501
Niels Andersen	17 W. Cedar Street, Suite 1 Pensacola, Florida 32501
Gary Pablo, M.D.	17 W. Cedar Street, Suite 1 Pensacola, Florida 32501

No sale, transfer, conveyance, lease or mortgage of any property of the Corporation shall be effective without the written consent of all directors, and all other actions of the Corporation shall require the approval of all directors.

## ARTICLE SEVEN - INCORPORATOR

The name and address of the person signing these Articles is Eric J. Nickelsen, 17 W. Cedar Street, Suite 3, Pensacola, Florida 32501.

## ARTICLE EIGHT - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

## ARTICLE NINE - INDEMNIFICATION

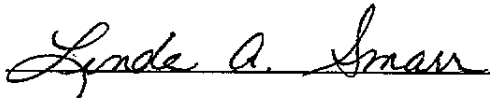
The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

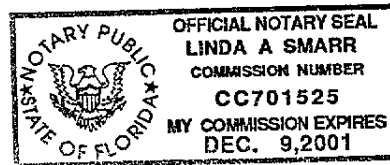
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles  
of Incorporation on this 16 day of October, 2001.

  
Eric J. Nickelsen, Subscriber

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 16 day of  
October, 2001 by Eric J. Nickelsen, who is personally known to me  
or identification and who did not take an oath.

 (SEAL)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

***BeingRecruited.com, Inc.***

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in  
compliance with said Act:

First--that BeingRecruited.com, Inc. desiring to organize under the laws of the State  
of Florida with its principal office, as indicated in the Articles of Incorporation at City of  
Pensacola, County of Escambia, State of Florida has named Eric J. Nickesen located at  
17 W. Cedar Street, Suite 3, City of Pensacola, County of Escambia, State of Florida, as  
its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

  
\_\_\_\_\_  
Erick J. Nickesen, Registered Agent