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October ³¹ 26, 2001

Reply to: DeLand

Florida Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32399

Re: The Incorporation of:
TALENT RESOURCES GROUP, INC.

300004672743--1
-11/08/01-01060-001
*****122.50 *****78.75

Dear Sirs:

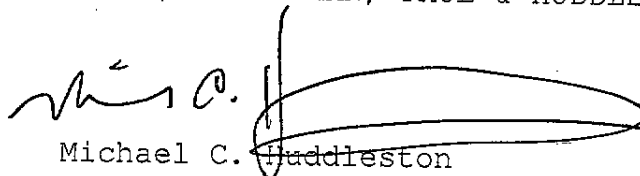
Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced matter, together with my client's check in the amount of \$122.50 for filing same.

Also enclosed please find a self addressed, stamped envelope for your convenience in returning the filed Articles of Incorporation and Certificate of Incorporation to this office.

Thank you for your attention and consideration. Should you have any questions or problems with the enclosed, please do not hesitate to contact me.

Very truly yours,

JAMES, ZIMMERMAN, PAUL & HUDDLESTON, LLP


Michael C. Huddleston

MCH/kr
enclosures
cc: Client

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TALENT RESOURCES GROUP, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby makes these Articles in order to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be **TALENT RESOURCES GROUP, INC.**

ARTICLE II

ADDRESS

The initial Post Office address of the principal office of this corporation in the State of Florida is 382 Devon Place, Lake Mary, Florida 32746.

The directors may from time to time move the principal office to any other address in Florida.

ARTICLE III

INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this corporation is **Michael C. Huddleston, Esquire**, 431 East New York Avenue, DeLand, Florida 32720.

ARTICLE IV

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: The corporation may engage in any activity or business permitted under the laws of the State of Florida and of the United States.

ARTICLE V

CAPITAL STOCK

The total number of shares of capital stock which may be issued by this corporation is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI

TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

DIRECTORS

The corporation shall have at least one (1) director, initially. The number of directors may be increased or diminished from time to time, by By Laws adopted by the Stockholders.

ARTICLE VIII

INITIAL DIRECTORS

The names and Post Office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Elizabeth A. Scheitzach	382 Devon Place Lake Mary, Florida 32746
Jeffrey R. Scheitzach	382 Devon Place Lake Mary, Florida 32746

ARTICLE IX

INCORPORATORS

The names and Post Office addresses of the Incorporators of the Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Elizabeth A. Scheitzach	382 Devon Place Lake Mary, Florida 32746
Jeffrey R. Scheitzach	382 Devon Place Lake Mary, Florida 32746

ARTICLE X

OFFICERS

The officers of this Corporation shall be a President, Vice-President, Secretary and Treasurer and such other officers as the directors shall deem necessary. The names, titles, and addresses of the first officers of the Corporation who shall hold office subject to the provisions of these Articles of Incorporation, the By-Laws of this Corporation and the laws of the State of Florida until their successors are elected or appointed are as follows:

President:	Elizabeth A. Scheitzach 382 Devon Place Lake Mary, Florida 32746
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Vice-Pres.: **Jeffrey R. Scheitzach**
382 Devon Place
Lake Mary, Florida 32746

Secretary: **Elizabeth A. Scheitzach**
382 Devon Place
Lake Mary, Florida 32746

Treasurer: **Jeffrey R. Scheitzach**
382 Devon Place
Lake Mary, Florida 32746

ARTICLE XI

BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in all meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIV

AMENDMENT

This corporation reserves the right to amend or repeal any

provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 25th day of **October**, A.D., 2001.

Elizabeth A. Scheitzach
Elizabeth A. Scheitzach

Jeffrey R. Scheitzach
Jeffrey R. Scheitzach

STATE OF FLORIDA)

COUNTY OF VOLUSIA)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **Elizabeth A. Scheitzach** and **Jeffrey R. Scheitzach**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that he executed the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the state and county aforesaid, this 25th day of **October**, A.D., 2001.

(SEAL)

Michael C. Huddleston
Notary Public, State of Florida
My Commission #:
My Commission Expires:

Michael C. Huddleston
Printed Name of Notary

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

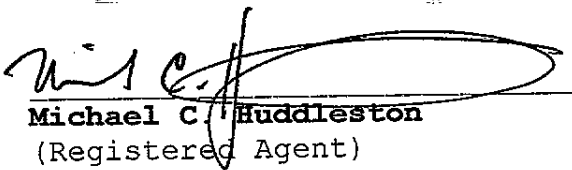
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act. That **TALENT RESOURCES GROUP, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation located at 382 Devon Place, Lake Mary, Florida 32746, has named **Michael C. Huddleston, Esquire**, 431 East New York Avenue, DeLand, Florida 32720, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 provisions of said Act relative to keeping open said office.

By:


Michael C. Huddleston
(Registered Agent)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA