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THE LAW OFFICE OF

RONALD P. CULLINAN

510 VONDERBURG DRIVE
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March 5, 2002

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

300005072503--2
-03/08/02--01029--016
****122.50 *****78.75

Re: Talent Alliance, Inc.

Dear Clerk:

Enclosed is the original and one copy of the Articles of Incorporation for the above referenced corporation. Also, enclosed is a check in the amount of \$122.50 for payment of the following items:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00
Certified Copy	<u>\$52.50</u>
	\$122.50

Please file the Articles, certifying them as the Articles of Incorporation, and returning a certified copy to my office. Thank you for your assistance in this matter.

Very truly yours,


Ronald P. Cullinan

RPC:lab

FILED
02 MAR -8 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE MAR 18 2002

ARTICLES OF INCORPORATION
OF
TALENT ALLIANCE, INC.

FILED
02 MAR -8 AM 10:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is : **Talent Alliance, Inc.**

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock with no par value.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

**ARTICLE V. REGISTERED AGENT, REGISTERED OFFICE AND
PRINCIPAL ADDRESS.**

The Registered Agent, Registered Office and Principal address of the initial Registered Office of this Corporation is in the State of Florida shall be:

Ronald P. Cullinan, Esquire
510 Vonderburg Drive, Suite 3006
Brandon, Florida 33511

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR.

The names of the initial directors of this Corporation and their street addresses are:

1. John L. Roby
688 Hyde Park
Melbourne, FL 32935
2. David L. Blewett
3438 Baird Avenue
Lakeland, FL 33805
3. Wayne P. Paredes
764 Caliente Drive
Brandon, Florida 33511

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Wayne P. Paredes
764 Caliente Drive
Brandon, Florida 33511

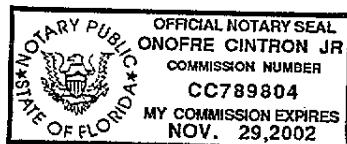
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 15 day of Feb., 2002.


Wayne P. Paredes, Incorporator

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, a Notary Public, personally appeared Wayne P. Paredes, [] who is personally known to me or [] who has produced the following as identification, who is the person described herein as the Incorporator that executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed his signature to these Articles of Incorporation on this 15 day of February, 2002.

(SEAL)




NOTARY NAME:
Notary Public, State of Florida

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

02 MAR -8 AM 10:05

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned ^{SECRETARY OF STATE} corporation, organized under the laws of the State of Florida, submits the following statement ^{TALLAHASSEE, FLORIDA} in designating the registered office and registered agent, in the state of Florida.

1. The name of the corporation is: **Talent Alliance, Inc.**
2. The name and address of the registered agent and office is:

Ronald P. Cullinan, Esquire
510 Vonderburg Drive, Suite 3006
Brandon, Florida 33511

SIGNATURE: 

RONALD P. CULLINAN, ESQUIRE

TITLE: Attorney

DATE: 2/15/02

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

SIGNATURE: 

RONALD P. CULLINAN, ESQUIRE

DATE: 2/15/02