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Pamela H. Chesebrough

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Attorney-at-Law

02 SEP 30 AM 8:00

Suite 15, 12551 Indian Rocks Road, Largo, FL 33774

Phone (727) 517-2400, Fax (727) 517-2888

Email: getavisa@gte.net

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500007806895--9
-09/17/02--01067--007
*****78.75 *****78.75

September 13, 2002

RE: Incorporation - Professional Consultancy Resourcing Worldwide, Inc.

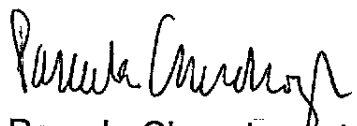
Dear Registrar:

Enclosed in duplicate are Articles of Incorporation regarding the above-named company. A preliminary search for the name indicated that there is no problem with using this name.

Also enclosed is my check in the amount of \$78.75 to cover the fees, including the furnishing of a certification to me.

Thank you for your assistance.

Sincerely,



Pamela Chesebrough



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 19, 2002

PAMELA CHESEBROUGH, ESQ.
12551 INDIAN ROCKS ROAD, SUITE 15
LARGO, FL 33774

SUBJECT: PROFESSIONAL CONSULTANCY RESOURCING WORLDWIDE,
INC.

Ref. Number: W02000027256

We have received your document for PROFESSIONAL CONSULTANCY RESOURCING WORLDWIDE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Ingram
Document Specialist
New Filing Section

Letter Number: 502A00053311

ARTICLES OF INCORPORATION.

OF

PROFESSIONAL CONSULTANCY RESOURCING WORLDWIDE, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

PROFESSIONAL CONSULTANCY RESOURCING WORLDWIDE, Inc.

The principal place of business of this corporation shall be:

**1220 Rogers Street
Clearwater, Florida 33756**

ARTICLE II - NATURE OF BUSINESS

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

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ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1,000 shares at \$1.00 each

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS AND DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected is:

Paul Ridoutt
P.O. Box 109325
Newmarket
Auckland, New Zealand

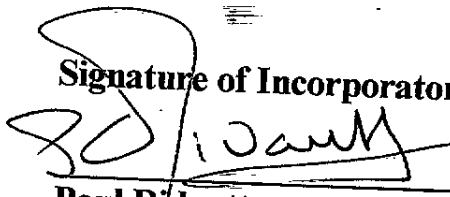
ARTICLES VI - INCORPORATORS

The name and street address of the incorporator to these articles of incorporation is:

Paul Ridoutt
P.O. Box 109325
Newmarket
Auckland, New Zealand

In Witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 9th day of September, 2002.

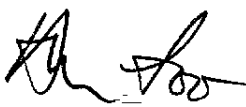
Signature of Incorporator:


Paul Ridoutt

Country of New Zealand

City of Auckland

The foregoing instrument was acknowledged before me this 9th day of September, 2002 by Paul Ridoutt of PROFESSIONAL CONSULTANCY RESOURCING WORLDWIDE, Inc. who is personally known to me or who has produced a passport as identification and who did take an oath.


Commissioner of Oaths
or Notary Public

ARTHUR LOO
NOTARY PUBLIC
AUCKLAND
NEW ZEALAND

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the corporation is:

PROFESSIONAL CONSULTANCY RESOURCING WORLDWIDE, Inc.

2. The name and address of the registered agent and office is:

Pamela H. Chesebrough
Suite 15
12661 Indian Rocks Road
Largo, Florida 33774

Signature: 

Title: President

Date: 09. SEPTEMBER 2002

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 SEP 30 AM 8:00

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Having been named to accept Service of Process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

Signature Pamela H. Chesebrough
Registered Agent)

Date Sept. 27, 2002