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Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850) 205-0381

From: Diana M. Guerra, Paralegal, Ext. 4546

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FLORIDA PROFIT CORPORATION OR P.A.

SOLUTIONS IN HUMAN CAPITAL CORP.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
SOLUTIONS IN HUMAN CAPITAL CORP.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is **SOLUTIONS IN HUMAN CAPITAL CORP.**, (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

2605 Iron Forge Rd.
Herndon, VA 20171

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is Ten Thousand (10,000) shares, \$.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
INITIAL DIRECTOR**

The names and addresses of the initial Directors of the Corporation are as follows:

John Scott Proctor
2605 Iron Forge Rd.
Herndon, VA 20171

Pilar Pastor Proctor
2605 Iron Forge Rd.
Herndon, VA 20171

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ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is: 1336 NE 104 Street, Miami Shores, FL 33138. The name of the Corporation's initial registered agent at that address is: Kara L. MacCullough.

ARTICLE VI
INCORPORATORS

The name and street address of the incorporators of the Corporation are: Kara L. MacCullough, 1336 NE 104 Street, Miami Shores, FL 33138.

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

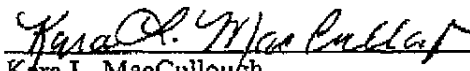
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6th day of January, 2003.


Kara L. MacCullough, Incorporator

CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 6th day of January, 2003.


Kara L. MacCullough

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