

PO3000023658

(Requestor's Name)

MARK D. EGNER
1300 JASPER ST.
CANTONMENT, FL 32533

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

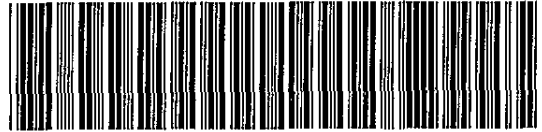
(Business Entity Name)

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TALLAHASSEE, FLORIDA

E SMITH FEB 27 2005

**ARTICLES OF INCORPORATION
OF
THE SANDSTAR GROUP, INC.**

The undersigned, acting as incorporators of a corporation under the Florida, adopt the following Articles of Incorporation for such corporation:

- FIRST:** The name of the corporation is **THE SANDSTAR GROUP, INC.**
- SECOND:** The period of its duration is perpetual
- THIRD:** The purpose for which the corporation is organized are:

To act as an Executive Recruiting firm in the business of placing individuals for employment for fee.

To acquire the good will, rights, property, and assets of any and all kinds, of any person, firm, association or corporation, and to pay for the same in cash, stock, bonds, debentures or other securities of the corporation, or otherwise; and to assume and agree to pay the whole or any part of the liabilities of any such person, firm of association or corporation;

To loan, borrow money, make and receive promissory notes, bills of exchange, bonds debentures, and other evidence of indebtedness of all kinds, whether secured by a mortgage, pledge or otherwise to subscribe for, hold or otherwise acquire, sell assign, transfer, mortgage, pledge or otherwise dispose of, shares of the capital stock, bonds, debentures or other evidences of indebtedness issued by said corporation or any other corporation; and to guarantee the performance of any contract or obligation of any person, firm or corporation, and the payment of dividends of indebtedness of other corporations;

To have, possess and exercise all the power, rights and privileges which may now or at any time hereinafter be permitted unto any corporation of this character; and

To enter into, make, perform and carry out all contracts incidental to any objects herein declared; to do any and all things in these Articles of Incorporation to the same extent and as fully as natural persons might or could, and in any part of the world, as the principles, agents, directors, trustees, or otherwise; and to do all and everything necessary convenient or proper for the accomplishment of any of the objects herein mentioned.

Fourth: The aggregate number of shares which the corporation shall have the authority to issue is **ONE THOUSAND (1,000)** shares of common stock of the par value of **ONE AND NO/ 100 (\$1.00) DOLLAR**. At all votes by Stockholders cumulative voting shall be permitted.

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Fifth: Provisions for the regulation of the internal affairs of the corporation are: That the same will be conducted by the Board of Directors in accordance with the By-Laws to be adopted, from time to time, by the Board of Directors.

Sixth: The address of the initial registered office of the corporation is 1300 Jasper Street, Cantonment, Florida 32533, and the name of the initial registered agent is Mark Dale Egner. The principal address and the registered office address are the same.

Seventh: The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as Director until the first annual meeting of the shareholders or until his successor is elected and shall qualify is:

Name	Address
Mark Dale Egner	1300 Jasper Street Cantonment, Florida 32533

Eighth: The name and address of each incorporator is:

Name	Address
Mark Dale Egner	1300 Jasper Street Cantonment, Florida 32533

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Dated this the 19th day of FEBRUARY, 2003.

I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

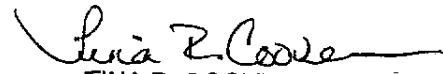


Mark Dale Egner

State of Florida)
County of Escambia)

I, the undersigned Notary Public in and for said State and County, do hereby certify that **Mark Dale Egner**, whose name is signed to the foregoing instrument and who is known to me, acknowledge before me on this day, that being informed of contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and seal this the 19th day of February, 2003.


TINA R. COOVER
Notary Public-State of FL
Comm. Exp: Oct. 26, 2004
Comm. No: CC 077760