

CAPITAL CONNECTION

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Florida Department of State  
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FLORIDA PROFIT CORPORATION OR P.A.

EXECUTIVE SEARCH AMERICA, INC.

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Capital Connection, Inc.

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**ARTICLES OF INCORPORATION**  
**OF**  
**EXECUTIVE SEARCH AMERICA, INC.**

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

**ARTICLE I: NAME**

The name of the corporation is **EXECUTIVE SEARCH AMERICA, INC.**

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation is **5620 SE Schooner Oaks Way, Stuart, FL 34997.**

**ARTICLE III: CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one-thousand (1,000) shares having a par value of (\$1.00) per share.

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**ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is Patricia Schafenberg, 5620 SE Schooner Oaks Way, Stuart, FL 34997.

**ARTICLE V: INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

**ARTICLE VI: INITIAL BOARD OF DIRECTORS**

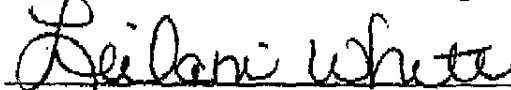
The name and address of each member of the initial Board of Directors of the corporation is Richard Schafenberg, Patricia Schafenberg, 5620 SE Schooner Oaks Way, Stuart, FL 34997.

**ARTICLE VII: SPECIAL PROVISION**

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

The undersigned has executed these Articles of Incorporation this 5th day of March 2003.

"Capital Connection, Inc. by Leilani White, Client Representative"

A handwritten signature in cursive script that reads "Leilani White". The signature is written in dark ink and is positioned above a horizontal line.

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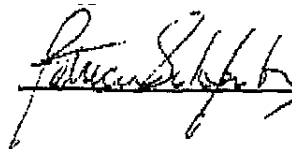
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: EXECUTIVE SEARCH  
AMERICA, INC.

2. The name and street address of the registered agent and office is: PATRICIA SCHAFENBERG  
5620 SE SCHOOVER OAKS WAY  
STUART FL 34997

HAVE 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.



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