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To: Division of Corporations
Fax Number : (850) 205-0391

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

International Professional Career Opportunities (U.S

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is
International Professional Career Opportunities (U.S.A.) Inc.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The corporation is organized to transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act and to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The aggregate number of shares, which the corporation is authorized to issue, is unlimited. Such shares shall be of a single class, and shall be common shares without par value and shall be issued at a price to be determined by the Directors at the time of issue.

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ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than seventy-five persons.

ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the share of the corporation without first offering such shares for sale to the corporation at their then fair value.

ARTICLE SEVEN

The street address of the initial principal office of the corporation is

2800 Scotia Place
10060 Jasper Avenue
Edmonton, Alberta T5J 3V9

ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is at least one. The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
Yves Paradis President	#406, Windsor Park Plaza 8210 - 111 Street Edmonton, Alberta T6G 2C7
Wendy Austin Vice-President	10820 - 58 Avenue Edmonton, Alberta T6H 1C2

Ronald W. Dutchak, Q.C.
Secretary-Treasurer

Duncan & Craig LLP
2800 Scotia Place
10060 Jasper Avenue
Edmonton, Alberta T5J 3V9

ARTICLE NINE

A majority vote of directors for effective director action is required at all directors meetings.

ARTICLE TEN

The name and address of each incorporator is:

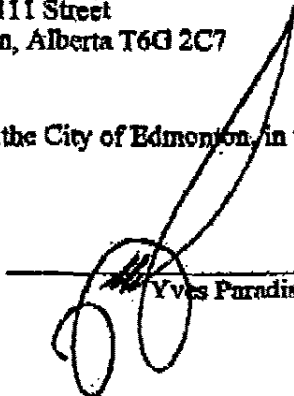
NAME

ADDRESS

Yves Paradis
President

#406, Windsor Park Plaza
8210 — 111 Street
Edmonton, Alberta T6G 2C7

Executed by the undersigned at the City of Edmonton, in the Province of Alberta, Canada, this 2nd day of June, 2004.



Yves Paradis

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**


In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in
compliance with said Act:

First- That International Professional Career Opportunities (U.S.A.) Inc. desiring
to organize under the laws of the State of Florida with its principal office, as indicated in
the articles of incorporation at the City of Edmonton, Alberta has named Eduardo
Mendez located at 8370 West Flagler Street #234 Miami, FL 33144 City of Miami,
County of Miami-Dade, State of Florida, as its agent to accept service of process within
this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation,
at place designated in the certificate. I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said office.

By:



Eduardo Mendez

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