

**Electronic Articles of Incorporation
For**

P04000112976
FILED
August 02, 2004
Sec. Of State
jshivers

TALENTWORKS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
TALENTWORKS, INC.

Article II

The principal place of business address:
301 S MISSOURI AVENUE
SUITE 415
CLEARWATER, FL. 33756

The mailing address of the corporation is:
301 S MISSOURI AVENUE
SUITE 415
CLEARWATER, FL. 33756

Article III

The purpose for which this corporation is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:
100,000,000 SHARES @ \$0.00

Article V

The name and Florida street address of the registered agent is:
JOHN M SCHAIBLE
301 S MISSOURI AVENUE
SUITE 415
CLEARWATER, FL. 33756

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: JOHN M SCHAIBLE

Article VI

The name and address of the incorporator is:

JOHN M SCHAIBLE
301 S MISSOURI AVENUE
SUITE 415

Incorporator Signature: JOHN M SCHAIBLE

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
JOHN M SCHAIBLE
301 S MISSOURI AVENUE, SUITE 415
CLEARWATER, FL. 33756

Article VIII

The effective date for this corporation shall be:

08/01/2004