

U. b.

ARTICLES OF INCORPORATION

OF

INTERNATIONAL PERSONNEL SEARCH & PLACEMENT CORPORATION

The undersigned subscriber(s) to these Articles of Incorporation natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

INTERNATIONAL PERSONNEL SEARCH & PLACEMENT CORPORATION

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV CAPITAL STOCK

The corporate is authorized to issue 1,000 shares (common) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME: INTERNATIONAL PERSONNEL SEARCH & PLACEMENT CORPORATION
ADDRESS: 7402 N. 56TH ST. STE. 906
CITY: TAMPA, FLORIDA 33617

The name and street address of the Initial Registered Agent of this Corporation:

NAME: JOSE S. RAMOS
ADDRESS: 7402 N. 56TH ST. STE. 906VE.
CITY: TAMPA, FLORIDA 33617

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME: JOSE S. RAMOS - PRESIDENT & DIRECTOR
ADDRESS: 7402 N. 56TH ST. STE. 906
CITY: TAMPA, FLORIDA 33617

NAME:
ADDRESS:
CITY:

NAME:
ADDRESS:
CITY:

NAME:
ADDRESS:
CITY:

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME: JOSE S. RAMOS
ADDRESS: 7402 N. 56TH ST. STE. 906
CITY: TAMPA, FLORIDA 33617

NAME:
ADDRESS:
CITY:

NAME:
ADDRESS:
CITY:

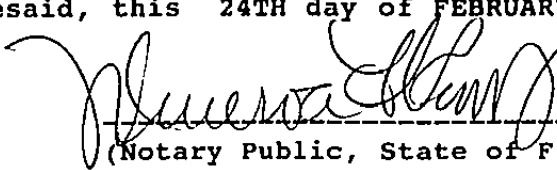
The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 24TH day of FEBRUARY _____ A.D., 1995.

JOSE S. RAMOS

STATE OF FLORIDA)
 SS
COUNTY OF HILLSBOROUGH)

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared JOSE S. RAMOS, known to be the person(s) who executed the foregoing Articles of Incorporation and who acknowledged before me that HE executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 24TH day of FEBRUARY, A.D. 1995.



(Notary Public, State of Florida)

My Commission expires



CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT
CERTIFICATE OF REGISTERED AGENT
INTERNATIONAL PERSONNEL SEARCH & PLACEMENT CORPORATION

Pursuant to the provisions of sections 48.091 or 617.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 7402 N. 56TH ST. STE. 906, TAMPA, FLORIDA 33617 has named JOSE S. RAMOS located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

(registered agent)