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FLORIDA DIVISION OF CORPORATIONS

11

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NAME: EXECUTIVE SEARCH SOLUTIONS, INC.

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

The undersigned, being a natural person of legal age, does hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the corporation shall be EXECUTIVE SEARCH SOLUTIONS, INC., and the business address and location of the corporation shall be 16 Trilby Branch, Longwood, FL 32779.

**ARTICLE II**

**CORPORATE DURATION**

This corporation shall commence to exist on the execution and acknowledgment of these Articles of Incorporation. The duration of the Corporation is perpetual.

**ARTICLE III**

**GENERAL PURPOSE OF CORPORATION**

The general purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Specifically, and not by way of limitation, a specific purpose of the Corporation is to carry on business as an executive search firm, and to do all and everything necessary, suitable, or proper for the accomplishment of that purpose, the attainment of any

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objectives, or the exercise of any authority therein set forth, either alone or in conjunction with any other corporation, firm, or individual, and either as principal or agent, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes or authority.

#### ARTICLE IV

##### CAPITAL STOCK

The aggregate number of shares for which the Corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 16 Trilby Branch, Longwood, FL 32779 and the name of the initial registered agent of this corporation at that address is Charles B. Cowan.

#### ARTICLE VI

##### INITIAL DIRECTOR

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders.

ARTICLE VIIINCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is as follows: Charles B. Cowan, 16 Trilby Branch, Longwood, FL 32779.

ARTICLE VIIIAMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, the undersigned, being the subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and hereunto set my hand and seal this 5<sup>th</sup> day of April, 1996.

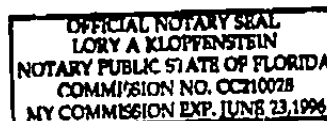
  
 CHARLES B. COWAN

STATE OF FLORIDA  
 COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of April, 1996 by CHARLES B. COWAN, to me personally known to be the person who executed the foregoing Articles of Incorporation.

  
 Lory A. Klopfenstein  
 Notary Public, State of Florida

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named in Article V as Registered Agent to accept service of process for this Corporation at the place designated in Article V, 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.

  
\_\_\_\_\_  
CHARLES B. COWAN

Dated: April 5th, 1996

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