

P96000090412
TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -4 PM 3:07

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

700001959427
-09/30/96--01018--016
*****78.75 *****78.75

SUBJECT: Clark Associates, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

Daniel O. Kennedy, Esq.
Name (printed or typed)

3060 Peachtree Rd., Suite 1100
Address

Atlanta, GA 30342
City, State & Zip

404/261-8000
Daytime Telephone number

*789, 503, 671
2/96 - 20739*

NOTE: Please provide the original and one copy of the articles.

D. BROWN NOV - 4 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 1, 1996

DANIEL O. KENNEDY, ESQ.
3060 PEACHTREE ROAD
SUITE 1100
ATLANTA, GA 30342

SUBJECT: CLARK & ASSOCIATES, INC.
Ref. Number: W96000020739

We have received your document for CLARK & ASSOCIATES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 096A00044958

**ARTICLES OF INCORPORATION
OF**

**CAREER SEEKERS, INC.
(a Florida corporation)**

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**ARTICLE ONE
NAME**

The name of the corporation is **Career Seekers, Inc.** (the "Corporation")

**ARTICLE TWO
PRINCIPAL OFFICE**

The address of the initial principal office of the Corporation is 827 Deltona Blvd., Suite B, Deltona, Florida 32725

**ARTICLE THREE
SHARES**

The aggregate number of shares of stock which the Corporation shall have authority to issue is TEN THOUSAND (10,000) shares of common stock, \$.01 par value per share.

**ARTICLE FOUR
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The address of the registered office of the Corporation in the State of Florida is 827 Deltona Blvd., Suite B, Deltona, Florida 32725, in the County of Seminole. The name of the Corporation's registered agent in the State of Florida at such address is Colleen M. Kennedy.

**ARTICLE FIVE
INCORPORATOR**

The name and address of the incorporator is as follows:

Daniel O. Kennedy, Esq.
Minkin & Snyder, P.C.
3060 Peachtree Road, Suite 1100
Atlanta, Georgia 30305

ARTICLE SIX PURPOSES

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the Florida Business Corporation Act.

ARTICLE SEVEN BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, repeal, rescind, alter or amend in any respect the Bylaws of the Corporation.

ARTICLE EIGHT NO PREEMPTIVE RIGHTS

No shareholders shall have any preemptive rights to acquire unissued shares of the Corporation.

ARTICLE NINE SHAREHOLDER ACTION BY WRITTEN CONSENT

To the extent allowed by law, any action that is required to be or may be taken at a meeting of the shareholders of the Corporation may be taken without a meeting, without prior notice and without a vote, if written consent, setting forth the action, shall be signed by persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by classes) of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted. Notice shall be given within ten (10) days of the taking of corporate action without a meeting by less than unanimous written consent to those shareholders on the record date whose shares were not represented on the written consent.

ARTICLE TEN PLACE OF MEETINGS AND RECORDS

Meetings of shareholders of the Corporation may be held within or without the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision of applicable law) within or without the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws.

ARTICLE ELEVEN LIMITATION ON DIRECTORS' LIABILITY

A Director shall not be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, by a Director to the fullest extent permitted under the Florida Business Corporation Act.

A Director of the Corporation shall not be liable for any action taken as a Director, or any failure to take any action, if he or she performed the duties of office, including duties as a member of a committee: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner he or she reasonably believes to be in the best interests of the corporation.

In discharging his or her duties as a Director, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (a) one or more officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the persons' professional or expert competence; or (c) a committee of the Board of Directors of which he or she is not a member if the Director reasonably believes the committee merits confidence.

If the Florida Business Corporation Act is hereafter amended to authorize the elimination or further limitation of the liability of a Director, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

Any repeal or modification of the foregoing provisions of this Article Eleven by the shareholders of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

The provisions of this Article Eleven shall not be deemed to limit or preclude indemnification of a Director by the Corporation for any liability of a Director which has not been eliminated by the provisions of this Article Eleven.

ARTICLE TWELVE INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the Florida Business Corporation Act, as the same exists or may hereafter be amended, indemnify and advance expenses to the directors and the officers of the Corporation in respect of their actions taken as director or officer of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore
named, has executed, signed and acknowledged these Articles of Incorporation this 16th day of
October, 1996.

Daniel O. Kennedy
Daniel O. Kennedy, Esq.,
as Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

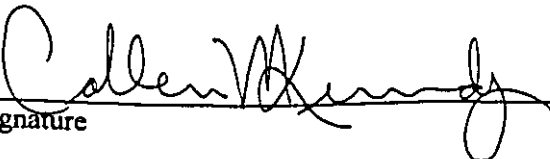
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Career Seekers, Inc.
2. The name and address of the registered agent and office is:

Colleen M. Kennedy
827 Deltona Blvd., Suite B
Deltona, Florida 32725

FILED STATE
SECRETARY OF CORPORATIONS
96 NOV -4 PM 3:08

Having 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.


Signature

10-16-96
Date