

P96000097407

Requestor's Name
 McDANIEL & BALL, P.A.
 ATTORNEYS AT LAW
 1444 FIRST STREET
 SARASOTA, FLORIDA 34236

City/State/Zip Phone #

400002013854--7
 -11/26/96--01047--013
 ****122.50 ****122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. CAREER DIRECTIONS, INC. (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 96 NOV 25 AM 11:21
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

12.3.96

Examiner's Initials	KR
---------------------	----

FILED
95 NOV 25 AM 11:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
CAREER DIRECTIONS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be CAREER DIRECTIONS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 105 SARASOTA QUAY SUITE 402, SARASOTA FL 34236.

ARTICLE III NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the subscriber of this corporation at any regular or special meeting.

ARTICLE V EXISTENCE

This corporation shall have perpetual existence until dissolved according to law.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

ROBERT S. McDANIEL, JR. 1444 FIRST STREET
SARASOTA, FL 34236

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

CARL L. VALVO, III 105 SARASOTA QUAY
SUITE 402
SARASOTA FL 34236

ARTICLE VIII DIRECTOR

There shall be one director of the corporation. The name and address of the director is:

CARL L. VALVO, III 105 SARASOTA QUAY
SUITE 402
SARASOTA FL 34236

ARTICLE IX SUBSCRIBER

The name and Address of each person signing these Articles of Incorporation as a subscriber is as follows:

NILA L. VALVO 105 SARASOTA QUAY
SUITE 402
SARASOTA FL 34236

ARTICLE X AMENDMENT

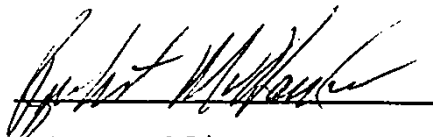
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the subscribers, proposed by them to the stockholders and approved by them at a meeting of stockholders by a majority of the stockholders entitled to vote thereon, unless all the officers and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.



CARL L. VALVO, III

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 2nd
day of November, 1996, by CARL L. VALVO, III



Notary Public

My Commission Expires:



ROBERT S. MCDANIEL, JR.
MY COMMISSION # CC261619 EXPIRES
February 25, 1997
BONDED THRU TROY FAH INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED:

FIRST -- THAT CAREER DIRECTIONS, INC.
(Name of Corporation)

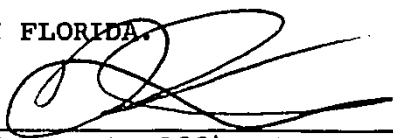
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

SARASOTA, STATE OF FLORIDA
(City) (State)

HAS NAMED ROBERT S. McDANIEL, LOCATED AT
(Name of Resident Agent)

1444 FIRST STREET, SARASOTA, FLORIDA 34236,
(Street address and No. of building, Post Office Box addresses are not acceptable.)

CITY OF SARASOTA, STATE OF FLORIDA, AS ITS AGENT TO
(City)
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
(Corporate Officer)

TITLE CEO

DATE Nov 19 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 
(Resident Agent)

DATE Nov 19, 1996

FILED
96 NOV 25 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA