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SARASOTA, FLORIDA 34236
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ROBERT S. McDANIEL, JR.
CHARLES H. BALL

December 6, 1996

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-12/10/96--01039--003
***122.50 ***122.50

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

SUBJECT: National Professional Recruiters, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$122.50 for filing fees, certified copy and designation of registered agent.

FROM: Robert S. McDaniel, Jr.
McDaniel & Ball, P.A.
1444 First Street
Sarasota, Florida 34236

(941) 952-1500

Sincerely yours,

McDANIEL & BALL, P.A.


Robert S. McDaniel, Jr.

RSMcD:em

Enclosures

FILED
96 DEC -9 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 12/11/96

FILED
96 DEC -9 AM 11:07
TALLAHASSEE
FLORIDA

ARTICLES OF INCORPORATION
OF
NATIONAL PROFESSIONAL RECRUITERS, 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 NATIOⁿ PROFESSIONAL RECRUITERS, 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

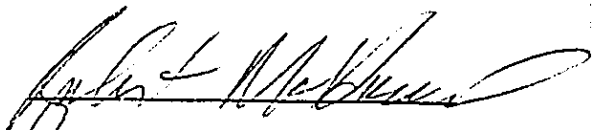
STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the
5th day of Dec, 1996, by CARL L. VALVO, III



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


Notary Public

My Commission Expires:

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 NATIONAL PROFESSIONAL RECRUITERS, 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

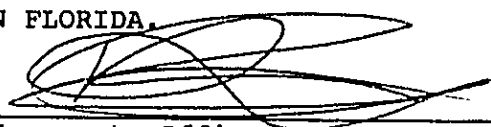
SARASOTA, STATE OF FLORIDA
(City) (State)

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

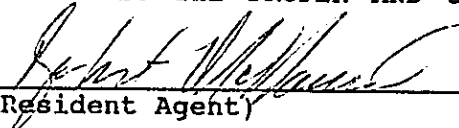
CEO

DATE

12-2-96

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

12-5-96

FILED
96 DEC -9 AM 11:07
TALLAHASSEE, FLORIDA