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December 23, 1996

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

000002039100--9
-12/27/96--01047--013
****122.50 ****122.50

Re: Management Recruiters of Altamonte, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced corporation along with our check in the amount of \$122.50 to cover the following costs:

<u>Item</u>	<u>Amount</u>
Filing Fee	35.00
Certificate of Registered Agent	35.00
Certified Copy of Charter	<u>52.50</u>
Total	\$122.50

EFFECTIVE DATE
1-1-97

Upon acceptance of the charter and the filing thereof by your office, please provide me with a certified copy of same.

Sincerely,

GILES & ROBINSON, P.A.

John J. Reid
John J. Reid

JJR/ab
enclosures
cc: John E. Clark

JAN 2 1997
BSPB

96 DEC 26 AM 8:59
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 DEC 26 AM 8:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MANAGEMENT RECRUITERS OF ALTAMONTE, INC.

The undersigned incorporator makes and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is: Management Recruiters of Altamonte, Inc.

ARTICLE II

Principal Office/Mailing Address

The principal office and mailing address of the corporation shall be Sanlando Center, 2170 W. State Road 434, Ste. 320, Longwood, FL 32779-4990 until such time as the corporation notifies the Department of State of the State of Florida of any change.

ARTICLE III

Term of Existence

EFFECTIVE DATE !

1-1-97

This corporation shall be effective as of January 1, 1997 and shall have perpetual existence.

ARTICLE IV

Nature of Business

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

ARTICLE V

Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE VI

Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be John Edward Clark. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, is Sanlando Center, 2170 W. State Road 434, Ste. 320, Longwood, FL 32779-4990.

ARTICLE VII
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VIII
Initial Board of Directors

The name and street address of the member of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until his successor is elected and qualified, or until his resignation, removal from office or death:

<u>Name</u>	<u>Address</u>
John Edward Clark	Sanlando Center 2170 W. State Road 434 Ste. 320 Longwood, FL 32779-4990

ARTICLE IX
Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
John J. Reid	3110 Carmia Drive Orlando, Florida 32806

ARTICLE X
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE XI
Indemnification

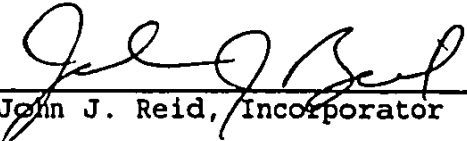
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, as provided by the Bylaws.

ARTICLE XII
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten

(10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

The incorporator(s) executed these Articles of Incorporation this 23rd day of December, 1996.



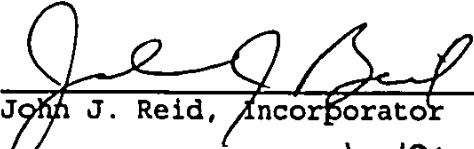
John J. Reid, Incorporator

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

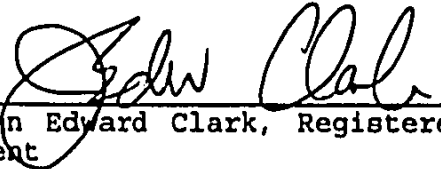
In compliance with Chapter 607.0501, Florida Statutes, the following is submitted:

That Management Recruiters of Altamonte, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Sanlando Center, 2170 W. State Road 434, Ste. 320, City of Longwood, State of Florida, has named John Edward Clark located at Sanlando Center, 2170 W. State Road 434, Ste. 320, City of Longwood State of Florida as its agent to accept service of process within Florida.

The street address of the registered office and street address of the business of the registered agent are identical.


John J. Reid, Incorporator
Dated: 12/23/96

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


John Edward Clark, Registered Agent
Dated: No. 6th 1966

FILED
DEC 26 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA