

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Career network
Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

97 JAN -2 PM 2:48
RECEIVED
TALLAHASSEE, FLORIDA

NR R916-6055

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
DATE _____
TIME _____ CK No. _____
BY APR

WALK-IN Will Pick Up 12 1100 See 1/2

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

LAW OFFICES
JEFFER, CIOFFI & CICALESSE, P.A.
TEQUESTA CORPORATE CENTER - SUITE 200
250 TEQUESTA DRIVE
P.O. BOX 3010
TEQUESTA, FLORIDA 33469
TELEPHONE (561) 747-6000
FAX (561) 575-8167

Herman Jeffer
James A. Cioffi, P.A.
Patrick Cicalese

Jeffer & Cicalese
Of Counsel
Jeffer, Hopkinson,
Vogel, & Peiffer
NEW JERSEY OFFICE
1800, ROUTE 208
P.O. BOX 507
HAWTHORNE, N.J. 07507
(201) 423-0100
NEW YORK OFFICE
150 BROADWAY, SUITE 2208
NEW YORK, N.Y. 10038
(212) 408-7260

December 31, 1996

Capital Connection, Inc.
417 E. Virginia Street, Ste. 1
Tallahassee, FL 32301

Re: Career Network, Inc.

Attention: Alyce Philyaw

Dear Alyce:

Enclosed please find the original and one copy of the Articles of Incorporation for the captioned matter, with our check in the amount of \$122.50 representing:

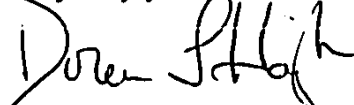
\$35.00	Filing Fee
35.00	Registered Agent Fee
52.50	Certified Copy

Please file these Articles and return the certified copy to us as soon as possible. I have also enclosed your fee for handling this transaction in the sum of \$30.50.

Please call if you have any questions.

Thanking you in advance, I am

Very truly yours,



DOREEN L. HAIGH
Legal Assistant

Enclosures (as stated above)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 2, 1997

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: CAREER NETWORK, INC.
Ref. Number: W97000000047

*corrected
get attach*

We have received your document for CAREER NETWORK, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate 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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 597A00000080

RECEIVED
JAN 10 1997
CORPORATE

ARTICLES OF INCORPORATION

OF

Career Network, Inc.

FILED
97 JAN -2 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator(s), competent to contract, and where required, duly licensed to render the services mentioned in Article II - Purpose, hereby organize and incorporate a business for profit under the laws of the State of Florida.

Article I - Name

The name of the Corporation shall be **Career Network, Inc.**

Article II - Purpose

The Corporation is formed to engage in and conduct any activity or business permitted under the laws of the United States and of this State.

Article III - Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is **7,500 shares of common stock** having a nominal or par value of **\$1.00 per share**. All of said stock shall be issued as fully paid and non-assessable.

The Corporation may restrict the transfer of the shares of its capital stock by any provisions duly recited or referred to on the certificates affected thereby.

Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

The Corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights.

In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

Article IV - Initial Capital

The Corporation will commence business with not less than \$500.00 of its capital stock fully paid in and issued.

Article V - Terms of Existence

This Corporation shall have perpetual existence unless sooner dissolved according to law. Provided other requirements of the law are satisfied, corporate existence shall begin at the time of acknowledgment of these Articles or upon the date of receipt by the Secretary of State if not received by said office within five days of said acknowledgment.

Article VI - Address

The principal office of the Corporation shall be 1016 Clemons Street, Suite 404, Jupiter, Florida 33477. The Board of Directors, may, from time to time, move the principal office to any other address in the State of Florida, or establish such branch offices as may be deemed desirable.

Article VII - Director(s)

The Corporation shall have not less than one (1) nor more than nine (9) Directors. The number of Directors shall be determined by the Stockholders at their annual meeting.

Article VIII - Initial Director(s)

The following are the name(s) and address(es) of the first Board of Directors who shall hold office until their successor(s) is/are elected:

Michael K. Drew

**1016 Clemons Street, Suite 404, Jupiter,
Florida 33477**

Article IX - Incorporator(s)

The following name(s) and address(es) of the Incorporator(s) is/are as follows:

Michael K. Drew

1016 Clemons Street, Suite 404, Jupiter, FL 33469

Article X - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 1016 Clemons Street, Suite 404, Jupiter, Florida 33477 and the name of the initial registered agent of this Corporation at that address is Michael K. Drew.

Article XI - Amendment

The Corporation, by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose, reserves the right to amend, alter, change, or repeal any provision contained in these Articles in the manner now or hereafter prescribed by law and all rights conferred on Stockholders herein are granted subject to this reservation.

Article XII - Powers

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article XIII - Indemnification

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, I/we, the undersigned Incorporator(s), have hereunto set my/our hand(s) and seal(s) this 31st day of December, 1996, for the purpose of forming this Corporation under the laws of the State of Florida and I/we hereby make and cause to be filed in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.



Michael K. Drew

STATE OF FLORIDA)

)

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared **Michael K. Drew**, to me well known to be the person(s) described in and who executed the foregoing instrument or who produced driver's license as identification and he/she/they acknowledged before me that he/she/they executed the same for the purposes therein expressed and who did take an oath.

WITNESS my hand and official seal this 31st day of December, 1996.



DOREEN P. HAIGH
My Commission CC430243
Expires Dec. 24 1998
Bonded by HAI
800-422-1556



NOTARY PUBLIC

My Commission Expires:
(N.P. SEAL)

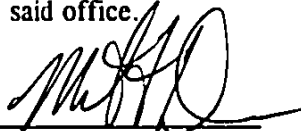
**Certificate Designating Place of Business or
Domicile for the Service of Process within this State,
Naming Agent upon Whom Process May Be Served**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **Career Network, Inc.** desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the Town of Jupiter, County of Palm Beach, State of Florida, and has named **Michael K. Drew** located at **1016 Clemons Street, Suite 404, Jupiter, FL 33477** is its agent to accept service of process within this State.

Acknowledgment by Designated Agent

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Michael K. Drew

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA