

**P97000004846**  
**Charles E. Geary, P.A.**  
Attorney At Law  
215 South Federal Highway, Suite 100  
Stuart, Florida 34994



**Charles E. Geary**

Licensed in: Florida  
Washington D.C.

**Stephen C. Frasier**  
of Counsel

Licensed in: Florida  
Colorado

January 15, 1997

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\*\*\*\*122.50 \*\*\*\*122.50

**Attorneys' Title Insurance Fund, Inc.**  
**Leon Branch**  
660 East Jefferson Street, Suite 200  
Tallahassee, FL 32301

**RE: MANAGEMENT RECRUITERS OF JENSEN BEACH, INC.**

Dear Sir/Madam:

Enclosed you will find the Articles of Incorporation and Acceptance of Registered Agent for the above referenced Corporation and a check in the amount of \$122.50 for filing with the Secretary of State for incorporation purposes. Also enclosed is a check in the amount of \$10.00 payable to Attorneys' Title Insurance Fund. It is my understanding that you will file these corporate documents on the same day as received if received prior to 2:00 p.m. on that day. Please file them and return them to me in the enclosed prepaid UPS package. Please call me if there is any problem or delay in this matter. Thanks for your anticipated courtesy and cooperation.

Sincerely,

Charles E. Geary, P.A.

  
Charles E. Geary, Esquire

CEG/rg  
Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 16 PM 3:46

RECEIVED  
97 JAN 16 PM 3:06  
DIVISION OF CORPORATIONS

# Charles E. Geary, P.A.

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January 15, 1997

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

Re: MANAGEMENT RECRUITERS OF JENSEN BEACH, INC.

Dear Sir/Madam:

Enclosed you will find one (1) original and one (1) copy of the Articles of Incorporation and the Acceptance of Registered Agent for the above referenced corporation, along with my check in the amount of \$122.50 to cover your fee. Please file these documents and return them to me in the enclosed self addressed, stamped envelope.

Sincerely,

Charles E. Geary, P.A.

A handwritten signature in cursive script, appearing to read "Rebecca D. Geary".

Rebecca D. Geary,  
Secretary to Charles E. Geary  
CEG/rg  
enc.

Corpl/Sta.ltr

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 16 PM 3:46

ARTICLES OF INCORPORATION  
OF  
MANAGEMENT RECRUITERS OF JENSEN BEACH, INC.  
\*\*\*\*\*

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be: MANAGEMENT RECRUITERS OF JENSEN BEACH, INC.

ARTICLE II. INITIAL REGISTERED OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 440 N.E. Town Terrace, Jensen Beach, FL 34957. The mailing address of this corporation is 440 N.E. Town Terrace, Jensen Beach, FL 34957.

ARTICLE III. CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE IV. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE V. INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Douglas W. Lane  
440 N.E. Town Terrace  
Jensen Beach, FL 34957

#### ARTICLE VI. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Douglas W. Lane  
440 N.E. Town Terrace  
Jensen Beach, FL 34957

#### ARTICLE VII. INITIAL DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

Douglas W. Lane  
440 N.E. Town Terrace  
Jensen Beach, FL 34957

#### ARTICLE VIII. PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of ownership of an executive recruiting and placement business.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### ARTICLE IX. CORPORATE DURATION

The duration of the corporation is perpetual.

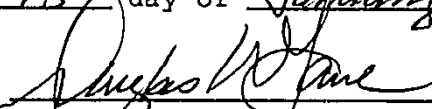
#### ARTICLE X. MEETINGS BY CONFERENCE TELEPHONE

Members of the board of directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communication equipment as provided by law.

**ARTICLE XI. INDEMNIFICATION**

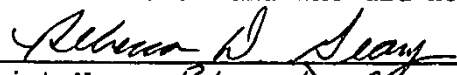
This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

IN WITNESS WHEREOF the undersigned subscriber has executed the Articles of Incorporation on this 15 day of January, 1997.

  
Douglas W. Lane

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of January, 1997 by Douglas W. Lane, who is personally known to me or who has produced FL Drivers License as identification and who did not take an oath.

  
Print Name: Rebecca D Geary  
Notary Public



REBECCA D. GEARY  
MY COMMISSION # CC385187 EXPIRES  
June 20, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

That MANAGEMENT RECRUITERS OF JENSEN BEACH, INC. desires to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 440 N.E. Town Terrace, Jensen Beach, FL 34957, has named Douglas W. Lane, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

By: Douglas W. Lane  
Douglas W. Lane

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of January, 1997 by Douglas W. Lane, who is personally known to me or who has produced FL Drivers License as identification and who did not take an oath.

Rebecca D. Geary  
Print Name: Rebecca D. Geary  
Notary Public



REBECCA D. GEARY  
MY COMMISSION # CC385187 EXPIRES  
June 20, 1998  
BONDED THRU TROY FARM INSURANCE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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