

ALLIED RECRUITERS OF AMERICA, INC.

2691 East Oakland Park Boulevard

Suite 201

Fort Lauderdale, Florida, 33306

954-561-5131

P97000021413

February 25, 1997

New Filing Section
Division of Corporations
The Capital
Box 6327
Tallahassee, Florida 32314

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Gentlemen:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of appointment as the registered agent for **ALLIED RECRUITERS OF AMERICA, INC.**

Please forward to me a copy of the documents showing the appropriate "Filed" status including the time, day, month and year.

My check in the amount of \$122.50 representing the \$35.00 filing fee, \$35.00 registered agent fee and \$52.50 for a certified copy of the filing.

Sincerely yours,



Dennis W. Bellehumeur

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ARTICLES OF INCORPORATION
of
ALLIED RECRUITERS OF AMERICA, INC.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon signing of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. NAME The name of this corporation is **ALLIED RECRUITERS OF AMERICA, INC.**

ARTICLE II. TERM OF EXISTENCE This corporation shall have perpetual existence.

ARTICLE III. 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 IV. CAPITAL STOCK This corporation is authorized to issue 100 shares with \$1.00 per share par value.

ARTICLE V. VOTING RIGHTS Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. PREEMPTIVE RIGHTS Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price as which it is offered to others.

ARTICLE VII. INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND AGENT The street address of the initial registered office and principal office of this corporation is 2691 East Oakland Park Boulevard, Suite 201, Fort Lauderdale, Florida, 33306, and the name of the initial registered agent of this corporation at that address is Dennis W. Bellehumeur.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS The corporation shall have one director initially. The number of Directors may either be increased or diminished from time to time by the by-laws, but never be less than one. The name and address of the initial Director is Dennis W. Bellehumeur, 2691 East Oakland Park Boulevard, Suite 201, Fort Lauderdale, Florida, 33306

ARTICLE IX. OFFICERS The initial officer of the corporation will be Dennis W. Bellehumeur.

ARTICLE X. INCORPORATOR The person signing these Articles of Incorporation has the following name and address: Dennis W. Bellehumeur, 2691 East Oakland Park Boulevard, Suite 201, Fort Lauderdale, Florida, 33306

ARTICLE XI. BY-LAWS The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. AMENDMENT. The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th. day of February, 1997.



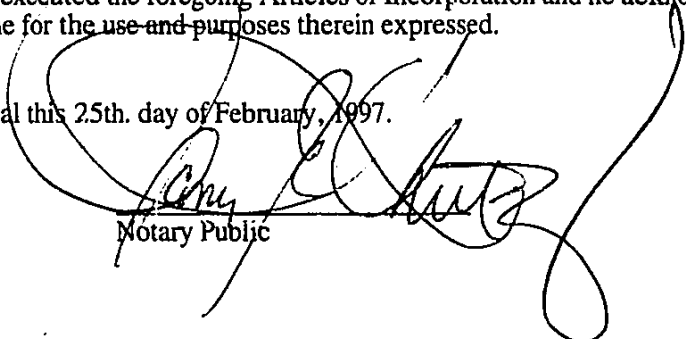
GARRY E SCHULTZ
My Commission CC371301
Expires May. 09, 1998
Bonded by HAI
800-422-1655

(seal)

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Dennis W. Bellehumeur, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 25th. day of February, 1997.


Notary Public

ALLIED RECRUITERS OF AMERICA, INC.

2691 East Oakland Park Boulevard
Suite 201
Fort Lauderdale, Florida, 33306
954-561-5131

February 25, 1997

Secretary of State
Division of Corporations
The Capital
Tallahassee, Florida 32304

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TALLAHASSEE
FLORIDA

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Dennis W. Bellehumeur, do hereby consent to serve as registered agent for the corporation, **ALLIED RECRUITERS OF AMERICA, INC.**, this 25th. day of February, 1997.



Dennis W. Bellehumeur

Address of registered agent:

2691 East Oakland Park Boulevard
Suite 201
Fort Lauderdale, Florida, 33306