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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: HARPER, KYNES, GELLER
CONTACT: JACK J GELLER
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NAME: INTEGRITYEXECUTIVE SEARCH, INC.

AUDIT NUMBER.....H97000005100

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

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Articles Of Incorporation

of

INTEGRITY executive search, inc.

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TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

INTEGRITY executive search, inc. shall be the name of this corporation, and the mailing address and its principal office shall be: 2710 Ninth Court, Palm Harbor, Florida 34684.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have on hand at any time is 10,000 shares of common stock having \$1.00 par value. The authorized capital stock may be paid for in cash, services or other property at a just value to be fixed by the board of directors of the corporation at any regular or special meeting of the same.

ARTICLE IV - ADDRESS AND RESIDENT AGENT

The street address of the initial registered office of this corporation is: 2710 Ninth Court, Palm Harbor, Florida 34684, and the name of the initial registered agent of the corporation at that address is: William C. Fleming. Having been so named to accept said service of process, said registered agent hereby accepts said designation to act in said capacity and agrees to comply with the provisions of the Florida Statutes relating to keeping open said office and so accepts by signing the Articles of Incorporation hereunder.

ARTICLE V - DIRECTORS

The corporation shall have no less than one director nor more than nine (9). The number may be increased or decreased as may be authorized by the Bylaws of this corporation. The number of directors constituting the initial Board of Directors shall be one (1).

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THIS INSTRUMENT PREPARED BY:
JACK J. GELLER, Attorney
2580 Gulf To Bay Boulevard
Suite 300
Clearwater, Florida 34625
813-799-4840
Florida Bar No. 243991

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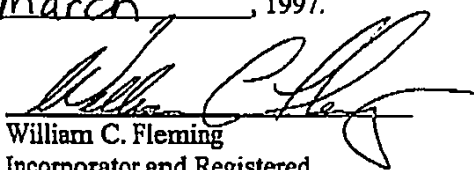
ARTICLE VI - INITIAL INCORPORATOR

IncorporatorsAddress

William C. Fleming

2710 Ninth Court
Palm Harbor, FL 34684

IN WITNESS WHEREOF, I, the undersigned, have set my hand and seal to the foregoing Articles of Incorporation for INTEGRITY executive search, inc. and acknowledge the same under the laws of the State of Florida, this 27th day of march, 1997.


William C. Fleming
Incorporator and Registered
Agent

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