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FILED

97 MAR 31 PM 2:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 25, 1996

Secretary Of State  
Division Of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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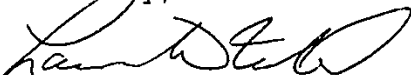
Re: Techfinders <sup>RS</sup> Inc.

Dear Sir:

Enclosed please find the notarized original Articles Of Incorporation and Acceptance of Registered Agent. Also enclosed is my check in the amount of \$122.50 for the filing fee.

Please return one copy to me after filing. Thank you for your assistance in this matter. If you have any questions, please contact my office.

Sincerely,



Lawrence D. Zirbel  
5100 Howell Branch Road  
Winter Park, FL 32792  
(407)671-5171

~~W97-485~~  
~~P17-18/97~~  
3/31/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 8, 1997

LAWRENCE D. ZIRBEL  
5100 HOWELL BRANCH RD  
WINTER PARK, FL 32792

*Techfinders USA*

SUBJECT: TECHFINDERS, INC.  
Ref. Number: W97000000485

We have received your document for TECHFINDERS, 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 designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

→ If you have any questions about the availability of a particular 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) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 697A00000969

**RACHEL L. SIU & CO.**

*Certified Public Accountants*

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5100 HOWELL BRANCH ROAD  
WINTER PARK, FLORIDA 32792  
(407) 679-2433  
(407) 671-4352 Fax

Division of Corporations  
Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

3/25/97

Re: Techfinders RCS, Inc.

Dear Ms. Hall:

We apologize for not getting back to you sooner. We have been trying to find the owner of Tech Find, Inc. who we found had passed away. We should be able to use the name Techfinders, Inc. after April 1998. For 1997, we are using Techfinder RCS Inc.

Please file the revised articles at your earliest convenience. Thank you very much.

Sincerely,



Rachel L Siu

FLORIDA  
ARTICLES OF INCORPORATION  
OF  
TECHFINDERS RCS, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I  
Name

The name of the Corporation is Techfinders RCS, Inc.

ARTICLE II  
Duration

The term of existence of the corporation is perpetual.

ARTICLE III  
Purpose

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV  
Capital Stock

The aggregate number of shares which the Corporation has authority to issue is One Thousand (1,000), all of which shall be common shares with a par value of One Dollar (\$1.00).

ARTICLE V  
Preemptive Rights Granted

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI  
Registered Office

The street address of the initial registered office of the Corporation is 1900 Howell Branch Road, Winter Park, FL 32792 and the name of the initial Registered Agent at such address is Lawrence D. Zirbel. Techfinders RCS, Inc. will have its principal office and mailing address at 1900 Howell Branch Road, Winter Park, FL 32792.

ARTICLE VII  
Directors

The Board of Directors of the Corporation shall consist of at least one (1) member.

The name and address of the director(s) is(are):

Lawrence D. Zirbel  
1900 Howell Branch Road  
Winter Park, FL 32792

Laura Zirbel  
1900 Howell Branch Road  
Winter Park, FL 32792

ARTICLE VIII  
Incorporators

The name and address of the incorporator is:

Lawrence D. Zirbel  
1900 Howell Branch Road  
Winter Park, FL 32792

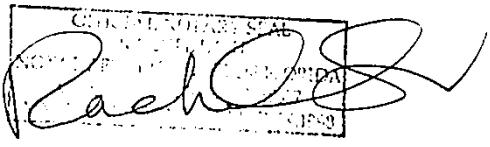
STATE OF FLORIDA  
COUNTY OF Seminole

On this twenty-fifth day of March, 1997, the below signed officer, known to me to be the person whose name is subscribed to the within instrument, acknowledged that they execute the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
\_\_\_\_\_  
(Signature of person making affidavit)

Lawrence D. Zirbel  
(Print name of person making affidavit)

  
\_\_\_\_\_  
(Signature of Notary Public, State of Florida)

(Print Commissioned Name of Notary Public)

- Personally Known  
 Produced Identification  
 Type of I.D. produced  
\_\_\_\_\_

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I, Lawrence D. Zirbel, having been named as Registered Agent to accept service of process of:

TECHFINDERS RCS, INC.

hereby accept and agree to comply with the provisions of said act relative to keeping said office open.

DATED at Winter Park, Seminole County, Florida this twenty-fifth day of March, 1997.

  
Lawrence Zirbel