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FROM: FILINGS, INC.

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(904)385-6761

ACCT#: 072720000101

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NAME: ZENITH CONSULTANTS, INC. AUDIT NUMBER.....H97000015015 DOC  
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TALLAHASSEE, FLORIDA

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## ARTICLES OF INCORPORATION

OF

### ZENITH CONSULTANTS, INC.

The undersigned natural person, competent to contract under the laws of the State of Florida, acting as a subscriber of these Articles, under the provisions of Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation:

#### ARTICLE I

##### NAME

The name of the corporation is

**ZENITH CONSULTANTS, INC.**

#### ARTICLE II

##### Nature of Business, Purposes and Powers

The general nature of the business to be transacted by this corporation is:

- a. Any activity or business permitted under the laws of the United States and of the State of Florida;
- b. To conduct executive talent searches for middle and upper levels of sales and management personnel for the purpose of placing for employment, on a temporary or permanent basis, in upper level executive positions.

These Articles Prepared by:  
Robert E. Dillon, Esquire [Fl. Bar No. 275360]  
7280 West Palmetto Park Road, Suite #304  
Boca Raton, Florida 33433  
Telephone: (561) 361-8666

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- c. To hire and employ agents, servants, and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor, or otherwise, either alone or in the company with others.
- d. To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.
- e. To let concessions or franchises to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.
- f. To carry on any business, retail or wholesale, residential or commercial, whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in the Florida Statutes, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.
- g. To further expand the executive recruiting area to include professional, medical, legal, engineering, and other areas of expertise

**ARTICLE III**  
**Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a nominal or par value of \$1.00 per share; all shares shall be paid in lawful money of the United States of America or in property, labor or services, the just value thereof shall be fixed by the Board of Directors of the corporation in the manner provided for by the laws of the State of Florida.

**ARTICLE IV**  
**Initial Capital**

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

**ARTICLE V**  
**Term of Existence**

This corporation is to exist perpetually.

**ARTICLE VI**  
**Address**

The initial post office address of the principal office of this corporation in the State of Florida is:  
7505 W. Atlantic Blvd. #205  
Margate, FL 33063

The Board of Directors may from time to time move the principal office to any other address in Florida.

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The Board of Directors may from time to time move the principal office to any other address in Florida.

**ARTICLE VII**  
**Directors**

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased, from time to time, by an amendment of the bylaws of the corporation in the manner provided by law but shall never be less than one (1). The name and address of the initial directors are:

**Myra Zutia**  
**7505 W. Atlantic Blvd. #205**  
**Margate, Florida 33063**

and

**Pamela Dillon**  
**5643 N. W. 88th. Terr.**  
**Coral Springs, Florida 33067**

**ARTICLE VIII**  
**Registered Agent and Office Address**

The name and address of the initial Registered Agent and the Office address is:

**ROBERT E. DILLON, ESQ.**  
**7280 West Palmetto Park Road,**  
**Suite #304**  
**Boca Raton, Florida 33433**

**ARTICLE IX**  
**Incorporator**

The name and post office address of the Incorporator signing these Articles of Incorporation is:

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**ARTICLE X**  
**Conflict of Interest**

No contract or other transaction between this corporation and any other corporation and no other act of this corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the officers, stockholders or directors of this corporation are pecuniarily or otherwise interested in, or as stockholders, directors or officers of such other corporation. Any officer, stockholder or director of this corporation, individually or any firm or association of which any officer, stockholder or director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact he individually or such firm or association is so interested shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken; and any director of this corporation who is also a director or officer of such other corporation or who is so interested at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested. Any director of this corporation may vote upon any contract or other transaction between this corporation, any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

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## ARTICLE XI

### Amendment


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE XII

### Lost or Destroyed Stock Certificates

Stock certificates to replace lost or destroyed certificates shall be issued only in accordance with the By-Laws of this corporation.

IN WITNESS WHEREOF, the undersigned, Incorporator has executed these Articles of Incorporation this 2 day of September, 1997.

  
ROBERT E. DILLON

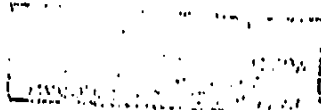
STATE OF FLORIDA)  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgements, personally appeared ROBERT E. DILLON, who is personally known to me or produced \_\_\_\_\_ as identification to me known and known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal at Boca Raton, in the County and State named above this 2nd day of September, 1997.

  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My Commission Expires:



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ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

  
ROBERT E. DILLON  
Registered Agent

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