

Matthew E. Morrall, P.A.

INTERNATIONAL BUILDING
PENTHOUSE WEST
2466 EAST SUNRISE BOULEVARD
FORT LAUDERDALE, FLORIDA 33304
October 22, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 27 PM 3:19

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New Filing Section
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Bureau of Corporate Records
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RE: INCORPORATION OF CAREER QUEST, INC.

Ladies and Gentlemen:

Please find enclosed an original of the Articles of Incorporation, together with a photocopy thereof, to form the above-named corporation. The designation of the Registered Agent is made in the text of the Articles, while the acceptance by the named Registered Agent is attached to the back of the Articles. Please also find enclosed a check in the amount of One Hundred Twenty-two and 50/100 Dollars (\$122.50) representing the following:

Filing Fee - Articles of Incorporation	\$ 35.00
Filing Fee - Registered Agent	\$ 35.00
Certification Fee - Articles of Incorporation	\$ 52.50
Total	\$122.50

If you find the enclosures in order, please file the original of the Articles, certify the photocopy thereof and return the certified copy to me as soon in the enclosed stamped, self-addressed envelope.

Thank you for your assistance in this matter.

Very truly yours,

Matthew E. Morrall

Matthew E. Morrall

MEM/cjp
Enclosures
Divcorp.Ltr/LOGO.LO/CAREER.QST

KP
10.28.97

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ARTICLES OF INCORPORATION OF

CAREER QUEST, INC.

A FLORIDA CORPORATION

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is CAREER QUEST, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 5530 Thoroughbred Boulevard, Fort Lauderdale, Florida 33330; and the mailing address of the Corporation is 5530 Thoroughbred Boulevard, Fort Lauderdale, Florida 33330.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful

business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue ten thousand (10,000) shares of common stock, One and 00/100 Dollar (\$1.00) par value per share.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

Address

A. G. Johnson

5530 Thoroughbred Boulevard
Fort Lauderdale, Florida 33330

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have initially one director to hold office until the first annual meeting of shareholders and until his successor shall have been elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are:

Name

Address

A. G. Johnson

5530 Thoroughbred Boulevard
Fort Lauderdale, Florida 33330

ARTICLE VII

INCORPORATOR(S)

The name and address of the person signing these Articles are:

Name

Address

A. G. Johnson

5530 Thoroughbred Boulevard
Fort Lauderdale, Florida 33330

ARTICLE VIII

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15 day of October, 1997.

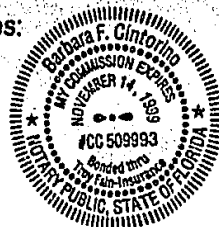


A. G. Johnson
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 15 day of October, 1997, by A. G. Johnson, who is personally known to me and who did not take an oath.

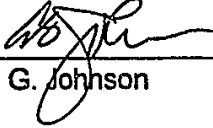
Barbara F. Cintorino
Name: BARBARA F. CINTORINO
Notary Public
Serial No. _____
My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of CAREER QUEST, INC., simultaneously with my being designated, as made in the foregoing Articles of Incorporation. I state that I am familiar with, and accept, the obligations of that position.

Date: October 15, 1997



A. G. Johnson

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