

P98000009923

CORP NAME:-CARSON & ASSOCIATES EXECUTIVE SEARCH INC.

5379 LAUREL OAK STREET.-street address

DELRAY BEACH, FL 33484-city & state,zip

Date: JANUARY 26TH 1998

State of Florida

Department of State

Division of Corporations

P.O.Box 6327

Tallahassee, Florida 32301

800002416168--1-

-01/29/98--01076--012

****122.50 ****122.50

Re: New Corporation Filing

Name of Corp ----- **CARSON & ASSOCIATES EXECUTIVE SEARCH INC.**

Dear SIR / MADAM :

Enclosed, please find, executed Articles of Incorporation, copy of same, and a check in the amount of \$35.00 FOR THE FILING FEES

\$35.00 FOR THE REGISTERED AGENT DESIGNATION

TOTAL= \$70.00

(if a certified copy is needed an additional \$52.50 is enclosed)=\$122.50

After filing same please forward the copy of the filed articles to:

JONATHAN WILLIAMS
2921 DAVIE BOULEVARD
FORT LAUDERDALE, FLORIDA 33312
(954) 791-9591

FILED
98 JAN 29 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your prompt handling of the foregoing.

CARSON & ASSOCIATES EXECUTIVE SEARCH INC. -corp name

ADAM S. GOLDMAN-incorporator

MAILING ADDRESS

5379 LAUREL OAK STREET.-street address

DELRAY BEACH, FL 33484-city & state,zip

PRINCIPAL OFFICE ADDRESS

5379 LAUREL OAK STREET.-street address

DELRAY BEACH, FL 33484-city & state,zip

JANUARY 26TH 1998-DATE PREPARED AND SIGNED

F. CHESSEB FEB 2 1998

FILED
98 JAN 29 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
NAME OF CORPORATION:
CARSON & ASSOCIATES EXECUTIVE SEARCH INC.

THE UNDERSIGNED, acting as the Incorporator of a corporation under the "*Florida General Corporation Act*," adopts the following Articles of Incorporation for such Corporation.

ARTICLE I
CORPORATE NAME
CARSON & ASSOCIATES EXECUTIVE SEARCH INC.
NATURE OF CORPORATE BUSINESS

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STRUCTURE

[A] **Capital Stock:** The Corporation is authorized to issue and have outstanding at any one time an aggregate number of SEVEN THOUSAND FIVE HUNDRED (7,500) shares of stock having a par value of ONE DOLLAR (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

[B] **Stock Classes:** The shares of the Corporation may be divided into one or more classes with such designations, preferences, limitations and relative rights as stated in the By-Laws of the Corporation. The voting rights of any class or series of shares of the Corporation may be limited or denied as provided in the By-Laws of the Corporation to an extent not inconsistent with general law.

[C] **Restrictions:** The Corporation shall have the power to restrict or regulate the sale, transfer, or any other disposition of any of the shares of the Corporation by any of its shareholders, to the extent provided in the By-Laws of the Corporation.

ARTICLE IV
PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have preemptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissue of all redeemed or otherwise acquired shares, including the reissue of treasury shares.

ARTICLE V EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws but shall never be less than one (1). The names and addresses of the initial Board of Directors are:

ADAM S. GOLDMAN
5379 LAUREL OAK STREET
DELRAY BEACH, FL 33484

All Directors of the Corporation shall have the right to vote on all contracts and other transactions of the Corporation regardless of their interests therein and no such contract or other transaction between this Corporation and any one or more of its directors or shareholders or any other corporation, firm, association, or entity in which one or more of its directors or shareholders are directors or are financially interested shall be either void or voidable because of such relationship or interest.

ARTICLE VII AMENDMENT OF ARTICLES

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 VIII INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation are
CORPORATE MAILING ADDRESS AND PRINCIPAL OFFICE ADDRESS

ADAM S. GOLDMAN
5379 LAUREL OAK STREET
DELRAY BEACH, FL 33484

ARTICLE IX REGISTERED AGENT AND OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:
INITIAL REGISTERED AGENT AND ADDRESS IS::

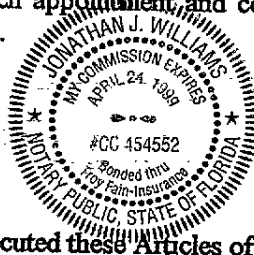
ADAM S. GOLDMAN
5379 LAUREL OAK STREET
DELRAY BEACH, FL 33484

Name Registered Agent **ADAM S. GOLDMAN**
MAILING ADDRESS
5379 LAUREL OAK STREET
DELRAY BEACH, FL 33484
PRINCIPAL OFFICE ADDRESS
5379 LAUREL OAK STREET
DELRAY BEACH, FL 33484

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such appointment and consent to act in such capacity and agree to comply with all the requirements of law pertaining thereto.

X Adam S. Goldman
Name Registered Agent



IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this
date: 1/26/98

X Adam S. Goldman
Name, Incorporator



FILED
98 JAN 29 AM 8:59
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA }
COUNTY OF BROWARD } §§

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments in the State and County aforesaid, personally appeared Name of Incorporator/Registered Agent

ADAM S. GOLDMAN

to me known to be the person(s) described in and who executed the foregoing Articles of Incorporation, and he/she/they duly acknowledged to me that he/she/they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in Fort Lauderdale, Broward County, Florida this
date: 1/26/98

X Jonathan J. Williams
Notary Public, State of Florida at Large
#CC 454552
My Commission Expires: APRIL 24, 1999
BONDED THROUGH TROY FAIN INSURANCE

