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ARCHIE J. RYAN, III  
TIMOTHY M. RYAN  
CHRISTOPHER J. RYAN

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FILED  
98 MAR -9 AM 11:31  
TALLAHASSEE, FLORIDA  
TELEPHONE (954) 921-2921  
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March 5, 1998

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-03/09/98--01071--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Adams Consulting & Assessments, Inc.  
Formation of a corporation  
Our File Number 16044D

Gentlemen:

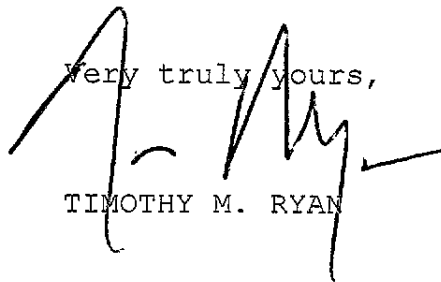
Please be advised our law firm serves as counsel for the principals of Adams Consulting & Assessments, Inc.

Enclosed please find the original and one copy of the Articles of Incorporation for Adams Consulting & Assessments, Inc., together with the designation of resident agent, officers and directors for the corporation. We request that you file the originals of the enclosed documents in your official file and return true copies of the originals to me in the enclosed envelope.

Also enclosed is my trust account check payable to Division of Corporations in the sum of \$122.50, representing payment of your filing fee for this corporation.

Thank you for your assistance in this matter.

Very truly yours,



TIMOTHY M. RYAN

TMR/rl  
Enc.

F. CHESSEN MAR 11 1998

ARTICLES OF INCORPORATION  
OF  
ADAMS CONSULTING & ASSESSMENTS , INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, desiring to form a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be ADAMS CONSULTING & ASSESSMENTS, INC.

ARTICLE II

CORPORATE EXISTENCE

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

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of business of this corporation shall be as follows:

1. The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including, but not limited to, business consulting, employee testing, preemployment screening and personality

assessments and to perform such other related activities incidental to the general purpose of this corporation, and to generally do any and all things necessary, pertinent, or convenient to the powers herein and hereby conferred.

2. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida upon corporations for profit.

#### ARTICLE IV

##### CAPITAL STOCK

The amount of the authorized capital stock of this corporation shall be Five Hundred (500) shares of common stock, with a par value of One Dollar (\$1.00) per share. All of said stock shall be payable in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors, at a meeting called for that purpose.

#### ARTICLE V

##### PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation and the street address of its corporate office shall be at 4931 Jefferson Street, Hollywood, Florida 33021, with the privilege of having branch offices at other places within or without the State of

Florida, and within or without the United States of America, and the name of its initial registered agent is RICHARD W. ADAMS, whose address is 4931 Jefferson Street, Hollywood, Florida 33021.

#### ARTICLE VI

##### AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred and 00/100th (\$500.00) Dollars.

#### ARTICLE VII

##### NUMBER OF DIRECTORS

The number of directors of this corporation shall not be less than one (1) nor more than five (5).

#### ARTICLE VIII

##### DIRECTORS

The names and post office addresses of the first Board of Directors of this corporation shall be two (2) in number, and who shall hold office for the first year, or until their successors are elected and have qualified, shall be:

RICHARD W. ADAMS  
4931 Jefferson Street  
Hollywood, Florida 33021

DIANA P. ADAMS  
4931 Jefferson Street  
Hollywood, Florida 33021

#### ARTICLE IX

##### INCORPORATOR

The name and address of the incorporator to the Articles of  
Incorporation is:

RICHARD W. ADAMS  
4931 Jefferson Street  
Hollywood, Florida 33021

ARTICLE X

SPECIAL CHARTER PROVISIONS

Directors and Officers of this corporation need not be  
Stockholders.

ARTICLE XI

DATE OF COMMENCEMENT

The date of commencement of corporate existence of this  
corporation shall be on the date the Articles of Incorporation are  
filed with the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on  
this 5th day of March, 1998.

  
RICHARD W. ADAMS

STATE OF FLORIDA )  
                          )  
COUNTY OF BROWARD)

PERSONALLY APPEARED before me, the undersigned authority, duly  
qualified to administer oaths and take acknowledgments, RICHARD W.

ADAMS, to me known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Dania, Broward County, Florida, this 5<sup>th</sup> day of March, 1998.

  
Notary Public

My Commissions Expires:



**STATE OF FLORIDA  
DEPARTMENT OF STATE**

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48-091, Florida Statutes:

**ADAMS CONSULTING & ASSESSMENTS, INC.**

a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 4931 Jefferson Street in the City of Hollywood, County of Broward, State of Florida, has named RICHARD W. ADAMS, located at 4931 Jefferson Street, in the City of Hollywood, County of Broward, State of Florida, as its agent to accept service of process within this state.

**OFFICERS:**

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
RICHARD W. ADAMS	President/ Treasurer	4931 Jefferson Street Hollywood, FL 33021
DIANA P. ADAMS	Vice President/ Secretary/	4931 Jefferson Street Hollywood, FL 33021

**DIRECTORS:**

<u>NAME</u>	<u>SPECIFIC ADDRESS</u>
RICHARD W. ADAMS	4931 Jefferson Street Hollywood, FL 33021
DIANA P. ADAMS	4931 Jefferson Street Hollywood, FL 33021

Dated this 5th day of March, 1998.

ADAMS CONSULTING & ASSESSMENTS, INC.

By: Richard W. Adams  
RICHARD W. ADAMS, President

ACCEPTANCE:

I agree, as Registered Agent, to accept service of process, to keep the office open during prescribed hours, and to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by Law.

Richard W. Adams  
RICHARD W. ADAMS, Registered Agent

FILED  
98 MAR -9 AM 7:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA