

P98000029071

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MASTER OF LAWS
IN TAXATION
ADMITTED TO PRACTICE
IN FLORIDA & TEXAS

April 27, 1998

MAILING ADDRESS:
POST OFFICE BOX 1542
ZIP: 32067-1542
FACSIMILE:
(904) 269-1115

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

900002505679--8
-04/29/98-01093-007
*****70.00 *****70.00

Re: Filing of Amended and Restated Articles of Incorporation and Designation of
Registered Agent for Management Recruiters International of Orange Park, Inc.

Greetings:

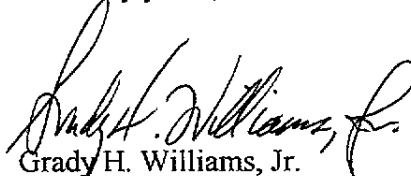
Enclosed one original counterpart and one photocopy of the Amended and Restated Articles of Incorporation and Designation of Registered Agent for Management Recruiters International of Orange Park, Inc., together with my trust account check for \$70.00 to cover the filing fee and the Designation of Registered Agent fee. **Please take note that the purpose of filing these Amended and Restated Articles is to change the name of the corporation from Management Recruiters International of Orange Park, Inc. to Management Recruiters of Orange Park, Inc.**

Please file the original Amended and Restated Articles of Incorporation for this Florida corporation and, if possible, return the photocopy "date stamped" copy to me. I am not requesting that a certified copy of the filed articles of incorporation be returned to me at this time.

Should you have any questions concerning this matter, please call me.

Thank you for your assistance.

Sincerely yours,


Grady H. Williams, Jr.

cc: Regis Lageman, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated
w/name change
LFT
5-6-98

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

MANAGEMENT RECRUITERS INTERNATIONAL OF ORANGE PARK, INC.

[Florida Department of State Document No. P98000029071]

ARTICLE I. CORPORATE NAME.

The name of this corporation is Management Recruiters of Orange Park, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal office of this corporation will be located at 1542 Kingsley Avenue, Suite 137, Orange Park, Florida 32073, and the mailing address of this corporation will be the same.

ARTICLE III. DURATION.

The original articles for the corporation were filed on March 30, 1998, effective on March 27, 1998, with the Florida Department of State, Division of Corporations. The corporation was assigned document number P98000029071. This corporation shall exist perpetually.

ARTICLE IV. PURPOSE.

This corporation is organized to transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, Florida Statutes (1997), as amended, or any successor statute thereto (hereinafter, the "Act").

ARTICLE V. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 and shall consist of one class only. The par value of each share of stock issued shall be \$1.00.

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TALLAHASSEE, FLORIDA

ARTICLE VI. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the first right to purchase shares of stock in the corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he/she holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII. REGISTERED AGENT AND OFFICE.

The name of the registered agent for the corporation is Grady H. Williams, Jr., Esq., and the street address of the registered office for the named registered agent is 1279 Kingsley Avenue, Suite 117, Orange Park, Florida 32073.

ARTICLE VIII. MANAGEMENT OF CORPORATE AFFAIRS

Section 1. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors, consisting of two (2) persons. The manner of election of the Board of Directors shall be as designated in the bylaws of this corporation.

Section 2. Current Board. The names and addresses of the current members of the board of directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Regis Lageman	1542 Kingsley Avenue, Suite 137 Orange Park, Florida 32073
Lavonne Lageman	1542 Kingsley Avenue, Suite 137 Orange Park, Florida 32073

Said directors shall serve until their successors are elected at the first annual meeting of the shareholders of the corporation.

Section 3. Corporate Officers. The board of directors shall elect the following officers: President, Vice President, and Secretary, Treasurer, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time.

ARTICLE IX. AMENDMENTS

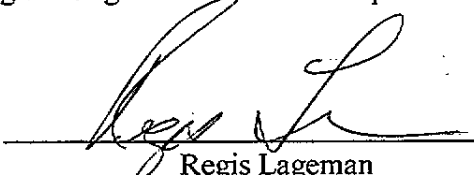
These articles of incorporation may be amended in accordance with the Act.

ARTICLE X. INCORPORATOR.

The name and address of the person signing the original articles for this corporation, and signing these Amended and Restated Articles of Incorporation for the corporation, is:

Grady H. Williams, Jr.
1279 Kingsley Avenue, Suite 117
Orange Park, Florida 32073

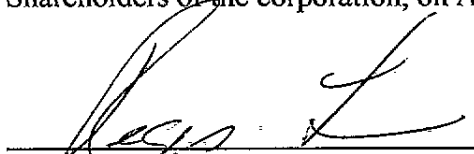
IN WITNESS WHEREOF, pursuant to F.S. 607.1005 (1997), the undersigned incorporator, has signed these Amended and Restated Articles of Incorporation, adopted for the corporation on April 27, 1998, superseding the original articles of incorporation filed for the corporation.



Regis Lageman
President and Chairman of Board of Directors

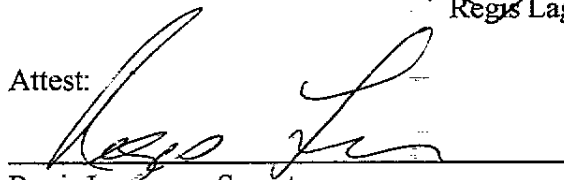
CERTIFICATE OF CORPORATION AS TO AMENDED AND
RESTATED ARTICLES OF INCORPORATION

The undersigned President for the corporation hereby certifies that these Amended and Restated Articles of Incorporation for the corporation were adopted by the unanimous written consent of the Directors and Shareholders of the corporation, on April 27, 1998.



Regis Lageman, President

Attest:



Regis Lageman, Secretary
(Seal)

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

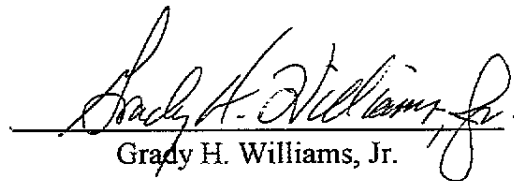
Pursuant to Sections 48.091 and 607.0501(3), Florida Statutes, the following is submitted:

MANAGEMENT RECRUITERS OF ORANGE PARK, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Clay, State of Florida, has named as its agent to accept service of process within this State:

Grady H. Williams, Jr., Esq.
1279 Kingsley Avenue, Suite 117
Orange Park, FL 32073


ACKNOWLEDGMENT:

Having been named as Registered Agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the Act. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

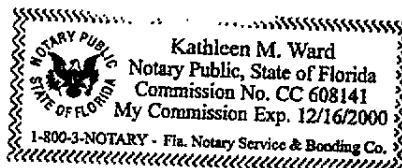

Grady H. Williams, Jr.

STATE OF FLORIDA
COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 27th day of April, 1998, by Grady H. Williams, Jr., who is personally known to me.


Notary Public

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA