

FROM FOLEY & LARDNER

813-221-4210

(FRI) 4 24 98 12:18 ST. 12:12/NO. 4 60231713 P. 5

P98000037423

File Edit Services Special

Terminal Emulation

CONNECTED 0:13:30

ELECTRONIC FILING COVER SHEET

((H98000007766 2))

TO: DIVISION OF CORPORATIONS FAX #: (850) 922-4001

FROM: FOLEY & LARDNER OF TAMPA ACCT#: 071344001620

CONTACT: THERESIA WESTBROOK

PHONE: (813) 229-2300 FAX #: (813) 221-4210

NAME: BAYSIDE EXECUTIVE SEARCH, INC.

AUDIT NUMBER.....H98000007766

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 3

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

F1=Help F10=Menu bar F5=Logging [OFF] F6=Printer [ON]

FILED

98 APR 24 PM 2:17

SECRETARY OF STATE

TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

Bayside Executive Search, Inc.
(a Florida corporation)

Pursuant to the Florida Business Corporation Act, the undersigned incorporator of Bayside Executive Search, Inc., a Florida corporation (the "Corporation"), hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I
Name

The name of the Corporation is Bayside Executive Search, Inc.

ARTICLE II
Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III
Capital Stock

The total number of shares which the Corporation shall have the authority to issue shall be One Thousand (1,000) shares, consisting of a single class of Common Stock having a par value of \$.01 per share.

ARTICLE IV
Preemptive Rights

No shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

ARTICLE V
Principal Office and Mailing Address

The Corporation's principal office and mailing address is 502 Bough Avenue, Clearwater, Florida 33760.

(((H980000077662)))

Prepared by:
Peter Papagianakis - Fla. Bar. # 0130915
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
(813) 229-2300

FILED
98 APR 24 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
Initial Board of Directors

The number of directors constituting the initial board of directors of the Corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of the Corporation's directors be less than one (1). The name of the person who is to serve as the initial Director and until successor directors of the Corporation are elected and qualified is as follows:

Robert Lloyd
502 Bough Avenue
Clearwater, Florida 33760

ARTICLE VII
Registered Office and Registered Agent

The street address of the Corporation's registered office is 100 N. Tampa Street, Suite 2700, Tampa, Florida 33602 and its agent for service of process at such office is Peter Papagianakis.

ARTICLE VIII
Incorporator

The name of the Corporation's sole incorporator is Peter Papagianakis, whose address is 100 N. Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has, in accordance with the Florida Business Corporation Act, executed these Articles of Incorporation as of this 24th day of April 1998.


Peter Papagianakis

FROM FOLEY & LARDNER

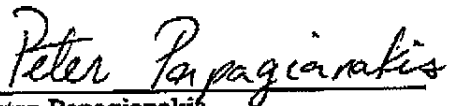
813-221-4210

(FRI) 4, 24' 98 12:18/ST. 12:12/NO. 4260231213 P 4
(((H980000077662)))

**ACKNOWLEDGEMENT AND ACCEPTANCE OF
APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been designated to accept service of process for Bayside Executive Search, Inc. at the place indicated in the foregoing Articles of Incorporation, does hereby accept the appointment as registered agent and does hereby acknowledge that the undersigned is familiar with and accepts the obligations of such position as set forth under Section 607.0505 of the Florida Business Corporation Act.

Executed as of this 24th day of April 1998.


Peter Papagianakis
Registered Agent

(((H980000077662)))

FILED
98 APR 24 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA