

P980000 40269

Thomas L. Adams
3416 Fairfield Trail
Clearwater, FL 33761

April 25, 1998

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

Dear Sirs:


Enclosed are the Articles of Incorporation for Adams Executive Search, Inc. and a check payable to the Secretary of State for \$122.50 to register this name as a State of Florida Corporation.

Please mail charter number and all necessary documents and correspondence to:

Adams Executive Search, Inc.
3416 Fairfield Trail
Clearwater, FL 33761

100002507671-1
-05/01/98--01057--004
***122.50 ***122.50

Sincerely,


Thomas L. Adams

APPROVED
AND
FILED
98 MAY -1 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAY 5 1998

ARTICLES OF INCORPORATION
OF
ADAMS EXECUTIVE SEARCH, INC.

The understanding subscriber to these Articles of Incorporation, a natural person, authorized to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be Adams Executive Search Inc.. The principal place of business of this corporation shall be 3416 Fairfield Trail, Clearwater, FL 33761.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$ 1.00 per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 3416 Fairfield Trail, Clearwater, FL 33761, and the initial registered agent of the corporation at that address is Thomas L. Adams.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

FILED
AND
98 MAY -1 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - DIRECTORS

This corporation shall have no directors, initially. The affairs of the corporation will be managed by the shareholders until such time as directors are designated as provided by the By-Laws.

ARTICLE VII - INCORPORATOR

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

Thomas L. Adams
3416 Fairfield Trail
Clearwater, FL 33761

IN WITNESS WHEREOF, the undersigned has hereto set his hand and seal on this 29 day of April, 1998.


Thomas L. Adams

STATE OF FLORIDA

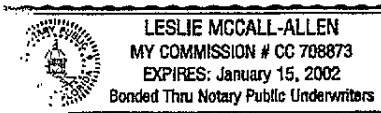
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, this day personally appeared Thomas L. Adams, who being by me first duly sworn, deposes and says that he executed the foregoing freely and voluntarily.

Sworn to and subscribed before me the 29 day of April, 1998.


Notary Public, State of Florida
at Large

My Commission Expires:



Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

Adams Executive Search, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the foregoing Articles of Incorporation, at the City of Clearwater, County of Pinellas, State of Florida, has named Thomas L. Adams of the City of Clearwater, County of Pinellas, State of Florida, as its Registered Agent to accept service of process within this state.

Having been named to accept service of process for the above-named corporation, at the place designated in the above Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Thomas L. Adams

STATE OF FLORIDA

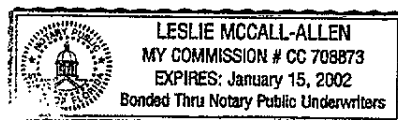
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