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April 30, 1998

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

Re: ASSOCIATION OF FINANCIAL SEARCH CONSULTANTS, INC.

Dear Division of Corporations:

Enclosed please find an original and one copy of Articles of Incorporation for the above-referenced corporation, together with a copy of your letter, dated March 25, 1998. As your letter indicates, the initial filing with the name BANK RECRUITERS ASSOCIATION, INC. was rejected due to the reasons set forth in your letter.

The incorporator is re-filing the Articles with a different name which should be acceptable for filing. The filing fee of \$122.50 has already been paid, so no payment is included with this application.

Please note that the effective date of incorporation has been changed to: May 1, 1998.

Please file the Articles and return a Certified Copy of the approved Articles to the corporation.

Sincerely,



Richard P. O'Connor, CPA
Attorney at Law

enclosure

cc: Martha H. Watson

FILED
98 MAY -5 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ASSOCIATION OF FINANCIAL SEARCH CONSULTANTS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation shall be:

ASSOCIATION OF FINANCIAL SEARCH CONSULTANTS, INC.

Article 2. Address. The location and mailing address of the principal office of

the Corporation is 100 Second Avenue South #227S, St. Petersburg, FL 33701.

Article 3. Authorized Shares. The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive net assets of the Corporation upon dissolution. The Corporation is authorized to issue 1,000 common shares.

Article 4. Purpose. The purpose for which the Corporation is organized is to transact all lawful business for which Corporations may be organized under the Florida Business Corporation Act (Florida Statutes Chapter 607).

Article 5. Effective Date. The effective date of incorporation shall be May 1, 1998.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the corporation is **MARTHA H.**

EFFECTIVE DATE
5-1-98


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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

WATSON, whose address is 100 Second Avenue South #227S, St. Petersburg, FL 33701.

Article 7. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 100 Second Avenue South #227S, St. Petersburg, FL 33701 and the name of the initial Registered Agent at that address is **MARTHA H. WATSON.**

Article 8. Incorporator. The name of the Incorporator is **MARTHA H. WATSON**, whose address is 100 Second Avenue South #227S, St. Petersburg, FL 33701.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 20th day of March, 1998.


MARTHA H. WATSON

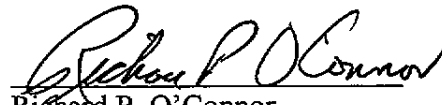
STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared **MARTHA H. WATSON** known to me personally to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 20 day of March, 1998.




RICHARD P. O'CONNOR
My Commission CC515368
Expires Dec 04 1999


Richard P. O'Connor
Notary Public

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, **MARTHA H. WATSON**, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. 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.


MARTHA H. WATSON

Date: 3/20/98

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98 MAY -5 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA