

Simonic, Green & Associates, Inc.
Certified Public Accountants

8280-8 Princeton Square Blvd., West
Jacksonville, Florida 32224
(904) 443-6346

P98000046379

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

SUBJECT: ENTELECHY GROUP, INC.

Enclosed is an original and one (1) copy of the articles of incorporation
and a check for in the amount of \$70.00 to cover the filing fee.

We would like to take this opportunity to thank you in advance for the
expedient processing of these Articles of Incorporation.

Cordially,

Nicholas T. Simonic

Nicholas T. Simonic
Certified Public Accountant

FILED
98 MAY 20 PM 1:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

enclosures

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-05/20/98-01049-006
*****70.00 *****70.00

X

*Paul
5/20/98*

**ARTICLES OF INCORPORATION
FOR
ENTELECHY GROUP, INC.**

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98 MAY 20 PM 1:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

ENTELECHY GROUP, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this Corporation shall be:

**4062 MISSION HILLS CIRCLE WEST
JACKSONVILLE, FLORIDA 32225**

ARTICLE III. 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, particularly the activity of executive search consultant.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00.

ARTICLE V, REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**WILLIAM T. CEBAK
4062 MISSION HILLS CIRCLE WEST
JACKSONVILLE, FLORIDA 32225**

ARTICLE VI, TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VII, PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

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TALLAHASSEE, FLORIDA

ARTICLE VIII, DIRECTORS/OFFICERS

The initial directors/officers of this Corporation shall be:

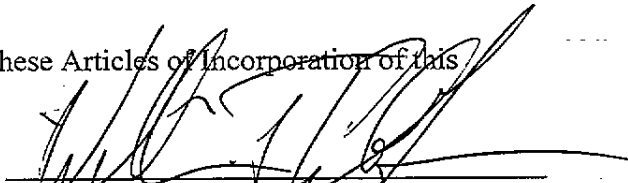
**WILLIAM T. CEBAK, PRESIDENT/DIRECTOR
PELVIN M. CEBAK, SECRETARY/DIRECTOR**

ARTICLE IV, INCORPORATOR

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

**WILLIAM T. CEBAK
4062 MISSION HILLS CIRCLE WEST
JACKSONVILLE, FLORIDA 32225**

The undersigned incorporator has executed these Articles of Incorporation of this
15TH day of MAY, 1998.


WILLIAM T. CEBAK

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF JACKSONVILLE, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF JACKSONVILLE.

1. The name of the Corporation is:

ENTELECHY GROUP, INC.

2. The name and address of the registered agent and office is:

**WILLIAM T. CEBAK
4062 MISSION HILLS CIRCLE WEST
JACKSONVILLE, FLORIDA 32225**

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TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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.

Signature _____

Date MAY 15, 1998