

**SPINNER, DITTMAN, FEDERSPIEL & DOWLING**

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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ROBERT A. DITTMAN, P.A.  
DONALD C. DOWLING  
ROBERT W. FEDERSPIEL, P.A.  
JOHN W. SPINNER (1927-1998)

**P98000052307**

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-06/09/98--01081--010  
\*\*\*122.50 \*\*\*122.50

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Cullen International Executive Search, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation of Cullen International Executive Search, Inc., together with my client's check in the amount of \$122.50 to cover the following:

Filing Fee	\$35.00
Certified Copy	52.50
Resident Agent Fee	35.00
<b>TOTAL</b>	<b><u>\$122.50</u></b>

Also enclosed is the executed Resident Agent Form. Please send me a certified copy of the Articles of Incorporation.

Thank you for your kind attention.

Sincerely,

ROBERT W. FEDERSPIEL, P.A.

*Robert W. Federspiel*

Robert W. Federspiel **(RP)**

RWF:kp  
Enc. 3

**FILED**  
98 JUN -9 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*W-11-98*

**ARTICLES OF INCORPORATION**  
of  
**CULLEN INTERNATIONAL EXECUTIVE SEARCH, INC.**

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

**ARTICLE I - Name**

The name of this corporation is CULLEN INTERNATIONAL EXECUTIVE SEARCH, INC.

**ARTICLE II - Duration**

This corporation shall exist perpetually.

**ARTICLE III - Purpose**

To engage in the business of executive search and all related businesses, and to engage in any activity or business permitted under the law of the United States and the State of Florida.

**ARTICLE IV - Capital Stock**

This corporation is authorized to issue 100 shares of ten dollar (\$10.00) par value common stock, which shall be designated "Common Shares."

**ARTICLE V - Capital**

The minimum amount of capital with which the corporation shall begin business is Five Hundred Dollars (\$500.00).

**ARTICLE VI - Initial Registered Office and Agent**

The street address of the principal office and initial registered office of this corporation is 6644 Patio Lane, Boca Raton, Florida 33433, and the name of the initial registered agent of this corporation is KIMBERLY G. CULLEN.

**ARTICLE VII - Initial Board of Directors**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director signing these Articles is:

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98 JUN -9 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KIMBERLY G. CULLEN  
6644 Patio Lane  
Boca Raton, FL 33433

ARTICLE VIII - Incorporator

The name and address of the person signing these Articles is:

KIMBERLY G. CULLEN  
6644 Patio Lane  
Boca Raton, FL 33433

ARTICLE IX - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation this 8<sup>th</sup> day of June, 1998.

  
\_\_\_\_\_  
Kimberly G. Cullen

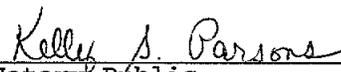
STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared KIMBERLY G. CULLEN,  who is personally known to me or  who produced \_\_\_\_\_ as identification, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 8<sup>th</sup> day of June, 1998.



Kelly S. Parsons  
MY COMMISSION # CC687701 EXPIRES  
February 1, 2002  
BONDED THROUGH TROY FAIN INSURANCE, INC.

  
\_\_\_\_\_  
Notary Public  
State of Florida  
My commission expires:  
Commission No.:

(SEAL)

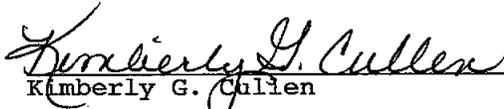
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - that Cullen International Executive Search, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Boca Raton, County of Palm Beach, State of Florida, has named KIMBERLY G. CULLEN, located at 6644 Patio Lane, City of Boca Raton, County of Palm Beach, and State of Florida as its agent to accept service of process within this State.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

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

  
\_\_\_\_\_  
Kimberly G. Cullen

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98 JUN -9 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA