



THE UNITED STATES
CORPORATION
COMPANY

PG9900055574

FILED
99 JUN 15 PM 1:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 273978 8976A

AUTHORIZATION :

Patricia Pigjott

COST LIMIT : \$ 78.75

ORDER DATE : June 14, 1999

ORDER TIME : 5:08 PM

ORDER NO. : 273978-005

CUSTOMER NO: 8976A

CUSTOMER: Demetrios Economou, esq
ANZALONE CHADWICK ECONOMOU
ANZALONE CHADWICK ECONOMOU
8152 Washington Street

Port Richey, FL 34668

300002904533--0

DOMESTIC FILING

NAME: TALENTBANC, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

PH 6/16/99

RECEIVED
99 JUN 15 AM 8:53
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 16, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: TALENTBANC, INC.
Ref. Number: W99000014046

RESUBMIT

Please give original
submission date as file date.

We have received your document for TALENTBANC, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

PLEASE NOTE THAT THIS DOCUMENT WAS REJECTED ONCE BEFORE UNDER A SEPERATE COVER SHEET (ORDER # 257910 SUBMITTED 5/28 & ORDER #273978 SUBMITTED 6/15.)

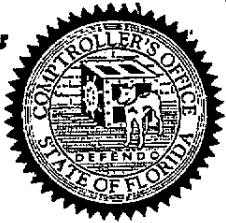
Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 410-9111.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 999A00032328



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

June 3, 1999

RESUBMIT

**Please give original
submission date as file date.**

Demetrios Economou
Anzalone, Chadwick, Economou & Mudano, P.A.
8152 Washington Street
Port Richey, Florida 34668

Dear Mr. Economou:

Re: "TalentBanc, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

Art Simon - Director
Division of Banking
101 East Gaines Street
Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(850) 410-9111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

**ARTICLES OF INCORPORATION
OF
TalentBanc, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, hereby certify that we have associated ourselves together for the purpose of establishing a corporation under and in accordance with the provision of Chapter 607 Florida Statutes, providing for the Information, rights and privileges and immunities of the corporation for profit and in pursuance of the terms of said Statutes, we hereby declare and certify as follows:

ARTICLE I - NAME

The name of this corporation shall be **TalentBanc, Inc.** The mailing address of the corporation shall be: **8233 REDFIELD DRIVE, PORT RICHEY, FL 34668.**

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This Corporation shall have the power and authority to forward the purposes and accomplish the objectives hereinafter set forth and to do and perform the same as completely and fully as any natural person is authorized to do under the laws of the State of Florida and in any part of the world:

(a) The business shall be, including but not limited to: CONSULTING and TALENT AGENCY, PRINT BROKER, and GRAPHIC and ADVERTISING DESIGN.

(b) To own, buy, purchase, exchange, hire, lease, mortgage, or otherwise acquire real estate and property, either improved, or any Interest or right therein, and to own, hold control, maintain, manage and develop the same in any state of the United States.

(c) The corporation shall have the lawful right to transact any and all other lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8233 REDFIELD DRIVE, PORT RICHEY, FL 34668 and the name of the registered agent of this corporation is: **THEODORE J. GALARIS, 8233 Redfield Drive, Port Richey, FL 34668.**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
Theodore J. Galaris	8233 Redfield Drive Port Richey, FL 34668

ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

NAME	ADDRESS
Theodore J. Galaris	8233 Redfield Drive Port Richey, FL 34668

ARTICLE VIII - STOCKHOLDERS

The names addresses of the stockholders of this corporation a follows:

NAME	ADDRESS	SHARES
Theodore J. Galaris	8233 Redfield Drive Port Richey, FL 34668	1,000

ARTICLES IX - OFFICERS

The names and addresses of the Officers, who are subject to the provisions of these Articles, By-Laws and Laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected, and have qualified are as follows:

NAME	ADDRESS
Theodore J. Galaris President, Vice-President, Secretary, & Treasurer	8233 Redfield Drive Port Richey, FL 34668

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this 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.

ARTICLE XI -BUY BACK

If a shareholder, or anyone receiving shares by sale or inheritance, desires to sell his stock during his lifetime, he shall give the other Stockholders and the Secretary of the Corporation written notice of such desire. and the other Stockholders shall have the right to purchase such stock at any time within thirty (30) days after such notice at such terms as the selling Stockholder may be offering.

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Stockholders.

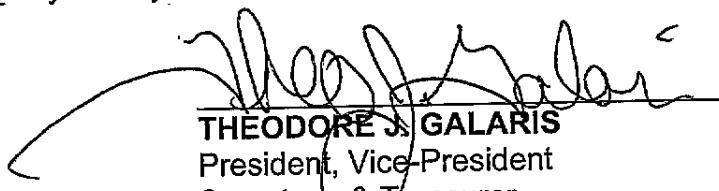
ARTICLE XIII - SPECIAL PROVISIONS

It is the Intent of the Incorporators that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter 'S' corporation.

ARTICLE XIV - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 24th day of May, 1999.


THEODORE J. GALARIS
President, Vice-President
Secretary, & Treasurer

State of Florida
County of Pasco

The foregoing instrument was acknowledged before me this 24th day of May, 1999, by **THEODORE J. GALARIS**, as President, Vice-President, Secretary, & Treasurer, who is personally known to me.


NOTARY PUBLIC

Bradford Robert Barnes
Notary Public, State of Florida
My Comm. Exp. Aug. 21, 1999
Comm. No. CC 488702

REGISTERED AGENT

The undersigned having been designated as Registered Agent for the service of process within the State of Florida, upon **TalentBanc, Inc.**, does hereby accept the appointment as such agent for the above-named corporation. The address of such corporation is 8233 Redfield Drive, Port Richey, FL 34668. The address of the Registered Agent is: 8233 Redfield Drive, Port Richey, FL 34668.

IN WITNESS WHEREOF, the name and seal of said Registered Agent hereto is affixed at Port Richey, Florida, this 29th day of May, 1999.

Signed, sealed and delivered
in the presence of:


Bradford R. Barnes


Sharon D. Staffon

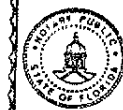

THEODORE J. GALARIS

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JUN 15 PM 1:52
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida
County of Pasco

The foregoing instrument was acknowledged before me this 29th day of May, 1999, by **THEODORE J. GALARIS**, who is personally known to me.


NOTARY PUBLIC



Bradford Robert Barnes
Notary Public, State of Florida
My Comm. Exp. Aug. 21, 1999
Comm. No. CC 488702