

K. RAY PINKSTAFF, P.C.

ATTORNEY AT LAW

P.O. Box 52882

KNOXVILLE, TENNESSEE 37950-2882

TELEPHONE (423) 690-7430

FACSIMILE (423) 690-7806

P99000074632

August 12, 1999

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

EFFECTIVE DATE
8/15/99

FILED
99 AUG 16 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

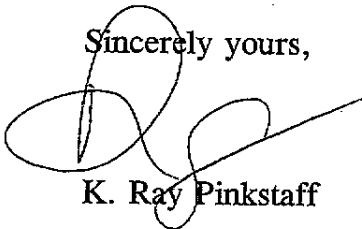
RE: Americas Consulting Network, Inc.

Dear Sir:

Enclosed please find the Articles of Incorporation for the above-referenced corporation. Please accept this for filing and return the approved document to me as soon as possible to the address listed above. Also enclosed is a check in the amount of \$87.50 for the Charter filing, certified copy and certificate of standing fees.

Feel free to contact me if you have any questions. Thank you for your assistance.

Sincerely yours,



K. Ray Pinkstaff

KRP/tmw

Enclosures

200002960752--8
-08/16/99--01095--004
*****87.50 *****87.50

8/20/99
[Handwritten signature]

EFFECTIVE DATE
8/15/99

ARTICLES OF INCORPORATION
OF
AMERICAS CONSULTING NETWORK, INC.

FILED
99 AUG 16 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Americas Consulting Network, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 751 Park of Commerce Drive, Boca Raton, FL 33432.

The mailing address, wherever located, of the corporation is:

751 Park of Commerce Drive
Boca Raton, FL 33432

THIRD: The number of shares that the corporation is authorized to issue is 1,000, all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 751 Park of Commerce Drive, Boca Raton FL 33432.

The name of the initial registered agent of the corporation at the said registered office is Rick Catinella.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and address of the incorporator is:

Rick Catinella
751 Park of Commerce Drive
Boca Raton, FL 33432

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or

may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized are as follows:

To engage in the business of employment consulting and placement and to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: The corporation existence of the corporation shall begin on August 15, 1999.

Signed on August 11, 1999.


Rick Catinella, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.


Rick Catinella

Date: 08/11/99

99 AUG 16 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED