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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Top Executive Search Inc.

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/QUALIFICATION	
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99 AUG 31 PM 2:50  
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

8-31-99

**ARTICLES OF INCORPORATION  
OF  
TOP EXECUTIVE SEARCH, INC.**

**FILED**  
99 AUG 31 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Article I - Name and Address**

The name, address and principal place of business of this corporation is:

TOP EXECUTIVE SEARCH, INC.  
8240 N.W. 52 Terrace  
Suite 518  
Miami, Florida 33166

**Article II - Purpose**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida Business Corporation Act and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

**Article III - Capital Stock**

This corporation is authorized to issue 1,000 shares of common stock, par value \$0.01 (the "Common Stock"). The Board of Directors may authorize the issuance of the Common Stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law.

**Article IV - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is:

8240 N.W. 52 Terrace  
Suite 518  
Miami, Florida 33166

and the name of the initial registered agent of this corporation at such address is CARLOS HALL.

**Article V - Incorporator**

The name and address of the initial incorporator of this corporation are:

Carlos Hall  
8240 N.W. 52 Terrace  
Suite 518  
Miami, Florida 33166

## **Article VI - Board of Directors**

The number of directors may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director are:

Carlos Hall  
8240 N.W. 52 Terrace  
Suite 518  
Miami, Florida 33166

## **Article VII - Officers**

The name and address of the initial officer of this corporation, who shall hold such office until his successor for such office shall have been duly elected and qualified, are:

President, Secretary and Treasurer:	Carlos Hall 8240 N.W. 52 Terrace Suite 518 Miami, Florida 33166
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## **Article VIII - Indemnification**

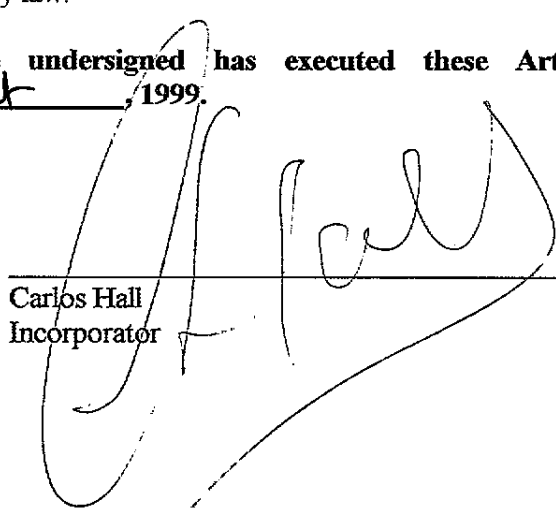
**Section 1 - Right to Indemnification.** The corporation hereby indemnifies each person (including the heirs, executors, administrators, or estate of such person) who is or was a director, officer, employee or agent of the corporation to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as a director, officer, agent, employee, or representative, or arising out of his status as a director, officer, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and all officers, directors, employees and agents against fines, liabilities, costs and expenses, whether or not the corporation would have the legal power to indemnify them directly against such liability.

**Section 2 - Advances.** Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding shall be paid by the corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the corporation as authorized by this Article, and upon satisfaction of other conditions required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

**Section 3 - Savings Clause.** If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the corporation nevertheless indemnifies each person described in

Section 1 of this Article to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30<sup>th</sup> day of August, 1999.



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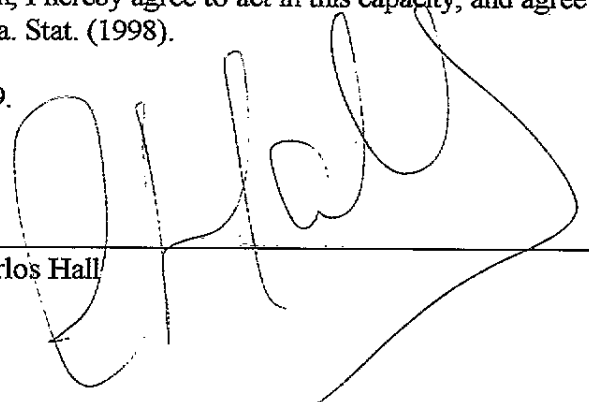
Carlos Hall  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for TOP EXECUTIVE SEARCH, INC. at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 607.0505 Fla. Stat. (1998).

Dated this 30<sup>th</sup> day of August, 1999.

Carlos Hall



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SECRETARY OF STATE  
TALLAHASSEE FLORIDA