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DANIEL S. LIEBOWITZ

September 3, 1999

DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

RE: ARTICLES OF INCORPORATION FOR JEFF HALL & ASSOCIATES, INC.

Gentlemen:

Enclosed please find for filing the Articles of Incorporation, pursuant to Florida Statute, Chapter 607, accompanied with the Designation of Registered Agent, on behalf of Jeff Hall & Associates, Inc.

I have also enclosed herein my firm's check in the amount of \$122.50 to cover the required filing fees. Would you please furnish me with a Certificate of Incorporation for my records.

Thank you for your assistance in this matter. In the meantime, should you have any questions, please feel free to call me.

Yours very truly,


JAMES M. NICHOLAS

JMN/rc
Enclosure

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-09/07/99-01090-003
****122.50 *****78.75

D. BROWN SEP 14 1999

ARTICLES OF INCORPORATION OF
JEFF HALL & ASSOCIATES, INC.

The undersigned, acting as Incorporator pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation is JEFF HALL & ASSOCIATES, INC.

ARTICLE II DURATION

The period of its duration is perpetual, beginning from the date these Articles are filed with the Department of State.

ARTICLE III NATURE

The general nature of the business to be transacted by this corporation is to engage in employment recruiter services and other related services for individuals and the community at large and all other business activities as permitted under the laws of the United States and the State of Florida.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock, all of one class, at a par value of \$1.00.

ARTICLE V PREEMPTIVE RIGHTS

A. Each of the shareholders agrees not to sell, transfer, pledge, assign or otherwise in any way dispose of his shares unless and until he shall have offered to sell his shares to the other shareholders at a fair and reasonable price.

B. All additional shares of common stock issued by the corporation shall be subject to the same restrictions regarding transferability as the initial stock.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. The holders of common shares shall be entitled to purchase newly issued stock proportionate to their respective holdings prior to the stock being offered to outside subscribers.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1010 Atlantic Street, Ste. C, Melbourne Beach, Florida 32951, and the name and address of the initial registered agent of this corporation is James M. Nicholas, Esquire, 1815 South Patrick Drive, Indian Harbour Beach, Florida 32937.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have directors initially. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than one (1) and shall always be an odd number. The name and address of the initial director of this corporation is:

Jeff Hall
1010 Atlantic Street, Ste. C
Melbourne Beach, FL 32951

ARTICLE VIII INCORPORATORS

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

Jeff Hall
1010 Atlantic Street, Ste. C
Melbourne Beach, FL 32951

ARTICLE IX BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

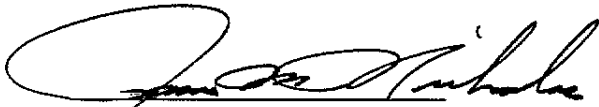
DATED: 9/3/99
Jeff Hall
JEFF HALL

STATE OF FLORIDA

COUNTY OF BREVARD

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JEFF HALL to me known to be described as Subscriber in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the State and County aforesaid, this 3rd day of September, 1999.

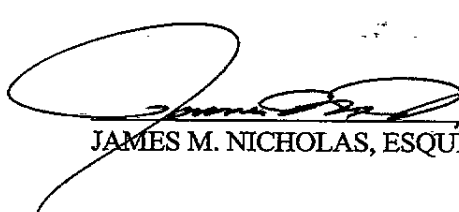


NOTARY PUBLIC
State of Florida at Large
My Commission expires:



James M. Nicholas
MY COMMISSION # CC817582 EXPIRES
May 14, 2001
BONDED THRU TROY PAIR INSURANCE, INC.

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.


JAMES M. NICHOLAS, ESQUIRE


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99

STATE OF FLORIDA

COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JAMES M. NICHOLAS, ESQUIRE, to me known to be described as authorized agent for JEFF HALL & ASSOCIATES, INC., and who executed the foregoing designation as REGISTERED AGENT, and acknowledged before me that he subscribed to such designation as REGISTERED AGENT.

WITNESS my hand and official seal in the County and State named above, this 3rd day of September, 1999.


NOTARY PUBLIC
State of Florida at Large
My commission expires:

