

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

OF

ESI FRANCHISING, INC.

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STATE OF IDAHO

IDAHO SECRETARY OF STATE
03/11/2002 05:00
PK: 8323 CT: 85954 BH: 451842
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KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned natural person of lawful age, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

FIRST

The name of the corporation is ESI Franchising, Inc.

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is formed are:

(a) To engage in the business of franchising executive search and personnel placement operations;

(b) To purchase for investment or resale, and to deal in, land and other property of any tenure and any interest therein, and to create, sell, or deal in, any freehold, leasehold, ground rents, and to make advances upon the securing of land, houses and other property, or any interest therein, to generally deal in, by way of sale, lease, exchange, or otherwise, land and buildings, whether residential, commercial or industrial, and any other property,

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whether real or personal;

(c) To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, franchises, privileges, rights, goods, wares and merchandise of every kind, nature and description;

(d) To buy, sell, convey, lease, let, mortgage, exchange or otherwise acquire and dispose of lands, lots, houses, buildings and real property, hereditaments, appurtenances of all kinds and whatsoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do without limit as to amount;

(e) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government or any agency thereof;

(f) To borrow money, to draw, make accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidence of indebtedness, for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or encumber all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as shall be permitted by law;

(g) To purchase or otherwise acquire the whole or any part of the property, assets, business and goodwill of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

(h) To carry on and conduct a general agency business, to act, and to appoint others to act, as general agent, special agent, broker, factor, manufacturers' agent, purchasing agent, sales agent, distributing agent, representative, and commission merchant, for individuals, firms, associations, and corporations in the distribution, delivery, purchase and sale of goods, wares, merchandise, property, commodities, and articles of commerce of every kind and description, and in selling, promoting the sale of, advertising, and introducing, and contracting for the sale, introduction, advertisement, and use of, services of all kinds, relating to any and all kinds of businesses, for any and all purposes;

(i) To engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act (Title 30, Idaho Code), and which are not specifically prohibited to corporations by the laws of the State of Idaho.

FOURTH

As need to pursue the corporate purposes, the following powers are hereby granted to the Board of Directors:

(a) To sue, complain and defend in the corporate name;

(b) To adopt a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced;

(c) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;

(d) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of the corporate property and assets;

(e) To lend money and use its credit to assist the corporate employees, provided, however, that the corporation is authorized to loan up to a maximum aggregate total of one-hundred thousand dollars (\$100,000) to the officers and/or directors, singularly or collectively, out of corporate funds or on the credit of the corporation, subject to such limitations and requirements as may be imposed by applicable law;

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district

or municipality or of any instrumentality thereof;

(g) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge or all or any of the corporations' property, franchises and income;

(h) To lend money for any corporate purpose, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(i) To conduct its business, carry on its operations and have offices and exercise the powers granted herein, within or without the State of Idaho;

(j) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(k) To make and alter By-Laws, not inconsistent with these Articles of Incorporation or with the laws of the State of Idaho, for the administration and regulation of the affairs of the corporation.

(l) To make donations for the public welfare or for charitable, scientific or educational purposes;

(m) To transact any lawful business which the Board of Directors shall find will be an aid of corporate or governmental policy;

(n) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans

and other incentive plans for any or all of its directors, officers and employees.

FIFTH

The aggregate total number of shares which the corporation shall have authority to issue is: One-million (1,000,000) shares, with no par value. Such shares not be issued until fully paid for, and once so issued shall be nonassessable.

SIXTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preference, limitation or differences in relative rights with respect to other shares.

SEVENTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

EIGHTH

The address of the initial registered office of the corporation is 421 Coeur d'Alene Avenue, Suite 1L, Coeur d'Alene, Idaho 83814. The name of the corporation's initial registered agent at such address is Michael B. McFarland.

NINTH

The number of directors constituting the initial Board of Directors is one (1).

The name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor(s) is/are elected and qualify are:

Dave A. Johnson, 1713 Sherman Avenue, Coeur d'Alene, Idaho 83814.

TENTH

The name and address of the incorporator is:

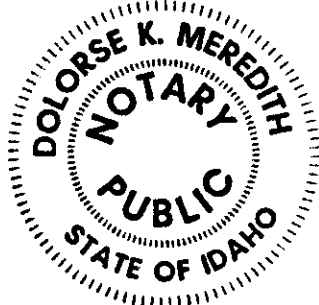
Michael B. McFarland, 421 Coeur d'Alene Ave., Suite 1L, Coeur d'Alene, Idaho 83814

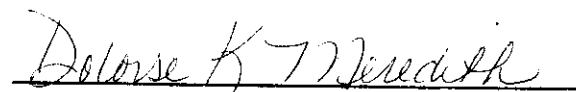
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of March, 2002.


Michael B. McFarland

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 7th day of March, 2002, before me, the undersigned, a Notary Public in and for said State, personally appeared Michael B. McFarland, who, being by me first duly sworn, declared that hi is the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.




Notary Public for Idaho
Residing at: Post Falls
My Commission Expires: 7/28/06