

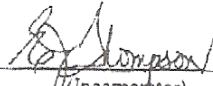
STATE of DELAWARE
CERTIFICATE of INCORPORATION
A NON-STOCK CORPORATION

- First: The name of the Corporation is Military Spouse Corporate Career Network, Inc.
- Second: Its Registered Office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400 (street), in the City of Wilmington, DE County of New Castle Zip Code 19808. The name of the registered agent is Corporation Service Company
- Third: The purpose of the corporation is to engage in any lawful act of activity for which corporations may be organized under the General Corporation Law of Delaware. (If the corporation is to be a nonprofit corporation, please add: "This Corporation shall be a nonprofit corporation.")
This Corporation shall be a nonprofit corporation.
- Fourth: The corporation shall not have any capital stock.
- Fifth: The conditions of membership are to be stated in the by-laws of the Corporation.

(If the conditions of the membership shall be stated in the by-laws, please state that fact on the above line.)

- Sixth: The name and mailing address of the incorporator are as follows:
Name Eleanor J. Thompson
Mailing Address 5080 Spectrum Drive, Suite 400 West
Addison, Texas Zip Code 75001

I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 29th day of December, A.D. 2004

BY: 
(Incorporator)

NAME: Eleanor J. Thompson