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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 922-4001

From:  
Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

OUTSOURCING PERSONNEL SERVICES CORP.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 03      |
| Estimated Charge      | \$78.75 |

**ARTICLES OF INCORPORATION**  
**OF**

**OUTSOURCING PERSONNEL SERVICES CORP.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be:  
**OUTSOURCING PERSONNEL SERVICES CORP.**

The principal place of business of this corporation shall be:  
**500 N.W. 165 Street Road, Suite 201  
North Miami Beach, FL 33169**

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III CAPITAL STOCK**

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: **1,000 Shares, Par Value .01 cent per share**

**ARTICLE IV TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V OFFICERS DIRECTORS**

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

**Wayne Prichason, President  
500 N.W. 165 Street Road, Suite 201  
No. Miami Beach, FL 33169**

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

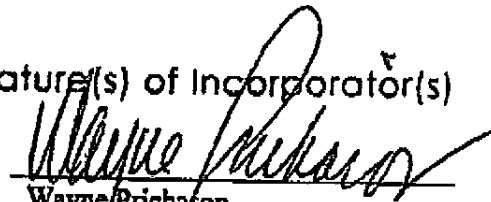
ARTICLE VI INCORPORATOR(S)

The name(s), and street address(es) of the incorporator (s) to this articles of incorporation is (are):

Wayne Prichason  
500 N.W. 165 Street Road  
Suite 201  
North Miami Beach, FL 33169

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this, 15th day of November 2000.

Signature(s) of Incorporator(s)

  
Wayne Prichason

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

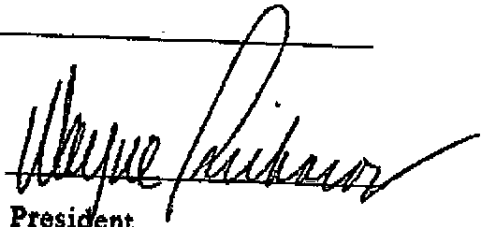
OUTSOURCING PERSONNEL SERVICES CORP.

2. The name and address of the registered agent and office is: Ronald Drucker

500 N.W. 165 Street Road, Suite 201  
(P.O. BOX NOT ACCEPTABLE)

North Miami Beach, FL 33169  
(CITY/STATE/ZIP)

SIGNATURE



President

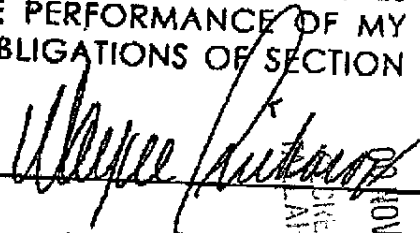
TITLE

DATE

November 15, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE

November 15, 2000

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