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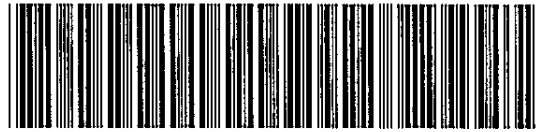
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Staff It, Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
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- RA Resignation _____
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**ARTICLES OF INCORPORATION
OF
STAFF IT, INC.**

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be:

STAFF IT, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The address of the principal office of the Corporation shall be:

2467 Muir Circle
Wellington, Florida 33414

**ARTICLE III
MAILING ADDRESS**

The mailing address of the office of the Corporation shall be:

38 West 32nd Street
Suite 1302
New York, New York 10001

**ARTICLE IV
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE VI
TERM OF EXISTENCE**

This Corporation is to exist perpetually.

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ARTICLE VII.
PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VIII.
SPECIAL PROVISION

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code and that the Corporation will file as an S-Corporation.

ARTICLE IX.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

<u>Name</u>	<u>Address</u>
Sonja Capasso	2467 Muir Circle, Wellington, Florida 33414

ARTICLE X.
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Directors at any time.

ARTICLE XI.
INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Sonja Capasso	2467 Muir Circle, Wellington, Florida 33414

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE XII.
OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed.

<u>Name</u>	<u>Address</u>
Sonja Capasso, President	38 West 32 nd Street, Suite 1302 New York, New York 10001
<u>Name</u>	<u>Address</u>

Rebecca Kuplas, Secretary/Treasurer

38 West 32nd Street, Suite 1302
New York, New York 10001

ARTICLE XIII
INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Incorporator
Sonja Capasso

Address
2467 Muir Circle, Wellington, Florida 33414

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

(SEAL)

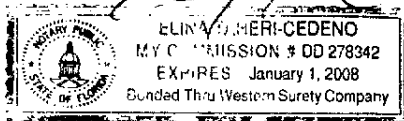
Sonja Capasso
Sonja Capasso

State of Florida
County of Palm Beach

Before me this 28 day of February, 2006 personally appeared Sonja Capasso, who is [] personally known to me, or who [] has produced her [] driver's license or [] passport as identification, who is the person described as the Incorporator in the foregoing Articles of Incorporation and who acknowledged before me that she executed said Articles of Incorporation.

My Commission expires:

Jan. 1, 2008.



- Notary Public

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

Sonja Capasso
Sonja Capasso

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