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Division of Corporations

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CUSTOM STAFFING, INC.

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By Amend

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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CUSTOM STAFFING, INC.**

Pursuant to Section 607.1007, Florida Statutes, the Articles of Incorporation of Custom Staffing, Inc., originally filed on October 10, 1994, and amended on October 15, 1998, are amended and restated in their entirety to read as follows:

ARTICLE I - NAME

The name of the corporation is Custom Staffing, Inc. (the "Corporation").

ARTICLE II - ADDRESS

The street address of the principal office and the mailing address of the Corporation are:

9995 North Gate Parkway, Suite 100
Jacksonville, Florida 32246

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of performing lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION AND EXISTENCE: EFFECTIVE DATE

The Corporation will exist perpetually. These Second Amended and Restated Articles of Incorporation shall be effective on the date of filing of these Second Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares the Corporation is authorized to issue is 100,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The Corporation hereby (i) designates 9995 North Gate Parkway, Suite 100, Jacksonville, Florida 32246 as the street address of the Corporation's registered office, and (ii) names Eric Michael Stevens as the Corporation's registered agent at that address to accept service of process within the State of Florida.

Prepared by:
Driver, McAfee, Griggs & Peak, P.L.
One Independent Drive, Suite 1200
Jacksonville, Florida 32225
904-301-1269

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ARTICLE VII - BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time, as provided in the Corporation's bylaws, but shall never be less than one (1). The following individual shall serve as the Corporation's sole director until his successor is duly elected or appointed and qualified pursuant to the applicable terms and provisions of Corporation's Bylaws, or until the earlier of such director's death, resignation or removal:

Michael Eric Stevens

ARTICLE VIII - OFFICERS

The following individual shall serve as the Corporation's officers, to hold the offices set forth opposite his name below until his successor is duly elected or appointed and qualified pursuant to the applicable terms and provisions of Corporation's Bylaws, or until the earlier of such officer's death, resignation or removal:

<u>Name</u>	<u>Office</u>
Michael Eric Stevens	President, Secretary and Treasurer

ARTICLE IX - INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

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IN WITNESS THEREOF, the undersigned has hereunto set his hand and seal this 9th day of August 2006.

CUSTOM STAFFING, INC.

By: 
Michael Eric Stevens, President

CERTIFICATE OF ADOPTION

The undersigned hereby certifies that the foregoing Second Amended and Restated Articles of Incorporation were adopted and approved, and their filing authorized, by written consent of the Corporation's sole director pursuant to Section 607.4231(6), Florida Statutes, and by written consent of the Corporation's shareholders pursuant to Section 607.0821, Florida Statutes, on August 9, 2006.

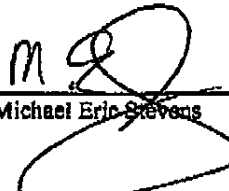
CUSTOM STAFFING, INC.

By: 
Michael Eric Stevens, President

ACCEPTANCE OF REGISTERED AGENT

The undersigned (i) agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Second Amended and Restated Articles of Incorporation, and to comply with the provisions of Chapter 607, Florida Statutes, and (ii) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

Dated: August 9, 2006


Michael Eric Stevens