

TRANSMITTAL LETTER

P96000002681

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: INDUSTRIAL ONE, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JAN -4 PM 4:35

FILED

FROM: DEE TRUJILLO
Name (printed or typed)

770 S. DIXIE HWY.
Address

CORAL GABLES, FL 33146
City, State & Zip

(305)662-2500
Daytime Telephone number

700001
-01/04/96
***131.25

177
13
131.25

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FILED
96 JAN -4 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be:

INDUSTRIAL ONE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

770 SOUTH DIXIE HIGHWAY
CORAL GABLES, FL 33146

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

DEE TRUJILLO
770 SOUTH DIXIE HIGHWAY
CORAL GABLES, FL 33146

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

DEE TRUJILLO PRESIDENT/SECRETARY
770 SOUTH DIXIE HIGHWAY
CORAL GABLES, FL 33146

JOHN PHILLIPS THORSEN EXECUTIVE VICE PRESIDENT/TREASURER
770 SOUTH DIXIE HIGHWAY
CORAL GABLES, FL 33146

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

2nd day of January, 19 96.

Dee Trujillo
Signature

John Phillips Thorsen
Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 is: INDUSTRIAL ONE, INC.

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

DEE TRUJILLO
(NAME)

770 SOUTH DIXIE HIGHWAY
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

CORAL GABLES, FL 33146
(CITY/STATE/ZIP)

96 JAN -4 PM 4:33
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dee Trujillo
(SIGNATURE)

12-18-95
(DATE)

P96000002681

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
1406 Hays Street, Suite 2
(Address)
Tallahassee, FL 32301 (904) 656-3992
(City, State, Zip) (Phone #)

OFFICE USE ONLY

600001841446
-05/28/96--01054--011
***4.30.00 ***4.35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Industrial One, Inc. P96-2681
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

56 MAY 28 PM 3:11
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 ST. CLAY CO.

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

5/28
Joy Chang
 96 MAY 28 11 08 58
 DIVISION OF CORPORATIONS

Examiner's Initials

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: INDUSTRIAL ONE, INC.

1b. Date of incorporation 1-4-96 Document number P96000002681

2. The name and address of the current registered agent and office:

DEE TRUJILLO
770 SOUTH DIXIE HIGHWAY, CORAL GABLES, FLORIDA 33146

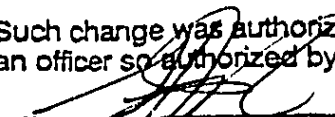
3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

NATIONAL CORPORATE RESEARCH, LTD., INC.
1406 HAYS STREET, SUITE #2, TALLAHASSEE, FLORIDA 32301

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAY 28 PM 3:11

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

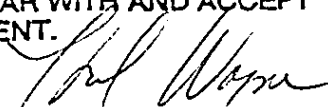


SIGNATURE
5-2-96

DATE

STEPHEN J. RUSSO, SENIOR VICE PRESIDENT
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

(Registered Agent)
DATE 5/3/96 Edward Wagner, Pres.

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

P 96000002681

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

ADVERTISING BY SUNSHINE, INC., a Florida corporation, L24643

TECH ONE, INC., a Florida corporation, P96000002671

OUTSOURCE ONE, INC., a Florida corporation, P96000003217

INDUSTRIAL ONE, INC., a Florida corporation, P96000002681

AD-A-GIRL PERSONNEL, INC., a Florida corporation, M44787

INTO

PERSONNEL ONE, INC., a Florida corporation, 376096.

File date: December 31, 1996

Corporate Specialist: Darlene Connell