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CORPORATION(S) NAME

Accustaff LP-2, Inc.

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ARTICLES OF INCORPORATION

OF

ACCUSTAFF LP-2, INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is AccuStaff LP-2, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is One Independent Drive, Jacksonville, Florida 32202.

The mailing address, wherever located, of the corporation is One Independent Drive, Jacksonville, Florida 32202.

PAR SHARES

THIRD: The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of \$.01 per share and are of the same class and are Common Shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o CT Corporation System, 1200 S. Pine Island Road, Plantation, Florida 33324.

The name of the initial registered agent of the corporation at the said registered office is CT Corporation System.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Cynthia L. Coffee	400 West Market Street Suite 1800 Louisville, Kentucky 40202

SIXTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the laws of the United States and the State of Florida:

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

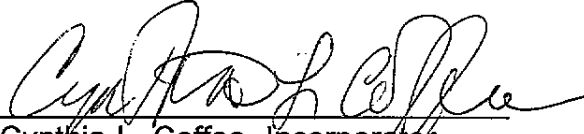
SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The initial number of directors of this corporation shall be two (2). The names and street addresses of the initial members of the Board of Directors, to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified, are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Derek E. Dewan	One Independent Drive Jacksonville, Florida 32202
Michael D. Abney	One Independent Drive Jacksonville, Florida 32202

NINTH: The corporate existence of the corporation shall begin on December 18, 1997.

Signed on December 10, 1997.

  
Cynthia L. Coffee, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CT CORPORATION SYSTEM

By: Connie Bryan  
Name: CONNIE BRYAN  
Title: SPECIAL ASSISTANT SECRETARY  
Date: 12/12/97

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