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January 5, 1999

Division of Corporations
George Firestone Building
Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

To Whom It May Concern:

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-01/05/99--01053--004
*****78.75 *****78.75

Enclosed for filing, please find the ARTICLES OF INCORPORATION, along with a check in the amount of \$78.75 for the applicable filing fees and fees to obtain a CERTIFIED COPY of the Articles of Incorporation for the following entity:

GLOBAL OUTSOURCING, INC.

Please call Beth Herzog at 222-7717, when the documents are ready.

Very truly yours,

Kelly B. Plante
Kelly B. Plante

FILED
99 JAN -5 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KBP/amc
Enclosures
GHRCORP/GHR.47

GHRCORP/GHR.FRM

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T. SMITH JAN 05 1999

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Articles
December 21, 1998

ARTICLES OF INCORPORATION OF
GLOBAL OUTSOURCING, INC.

99 JAN -5 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

ARTICLE I - NAME

The name of the corporation shall be:

GLOBAL OUTSOURCING, INC.

ARTICLE II - PRINCIPAL OFFICE

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

12425-28TH STREET NORTH
ST. PETERSBURG, FLORIDA 33716

ARTICLE III - CAPITAL STOCK

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

5,000,000 shares of stock, at \$.01 par value.

ARTICLE IV - PAYMENT OF STOCK

All the stock of the corporation may be paid for in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property,

labor, or services may be purchased and paid for with capital stock of this corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

There shall be no shareholders pre-emptive right to purchase any new or additional shares of the corporation, whenever issued by the corporation, whether sold for cash, or issued for other consideration, and whether the same kind, class or series which a shareholder already owns.

ARTICLE V - CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than the sum of Five Hundred (\$ 500.00) Dollars.

ARTICLE VI - EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII - OFFICERS AND DIRECTORS

This corporation shall have no more than fifteen (15) Directors. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws of the Corporation by the Board of Directors, but shall never be less than one (1).

ARTICLE VIII - PURPOSE OF INCORPORATION

This corporation is incorporated for the purposes of acquiring, leasing, operating or managing Prison Industries Enhancement programs pursuant to Section 1761 of Title 18 of the United States Code, and such other lawful business as might be properly determined by the Board of Directors.

ARTICLE IX - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Wilbur E. Brewton
225 South Adams Street, Suite 250
Tallahassee, Florida 32301

ARTICLE X - INCORPORATOR

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

Pamela Jo Davis
12425-28th Street, North
St. Petersburg, Florida 33716

ARTICLE XI - AMENDMENT TO ARTICLES

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereinafter prescribed by law of the State of Florida, and all rights conferred upon shareholders herein are subject to this reservation.

The undersigned incorporator(s) has executed these Articles of Incorporation this 31st of December, 1998.


Pamela Jo Davis, Incorporator

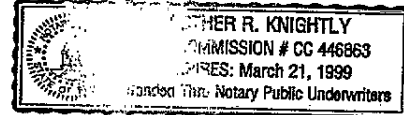
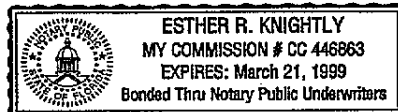
STATE OF FLORIDA

COUNTY OF PINELLAS

Sworn to and subscribed before me this 31st day of December, 1998, by Pamela Jo Davis, who is personally known to me and who did take an oath.


Notary Public

Commission Expires:



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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.

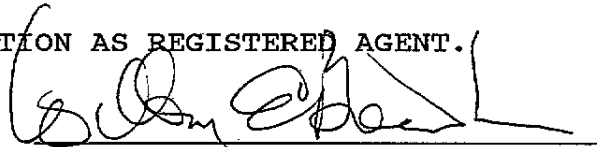
1. The name of the corporation is:

GLOBAL OUTSOURCING, INC.

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

Wilbur E. Brewton
225 South Adams St., Suite 250
Tallahassee, Florida 32301

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.



Wilbur E. Brewton

Date: 12-31-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED