

210060

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

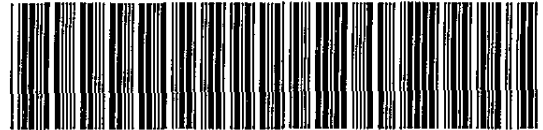
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600021858036

07/31/03--01054--005 \*\*43.75

FILED  
03 JUL 31 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



The solution... a professional employer

Aileen Perdomo

July 28, 2003

Secretary of State – Corporate Records Bureau  
Division of Corporations  
The Capitol  
Tallahassee, FL 32304

Dear Sir or Madam:

I have enclosed the following documents together with a check in the amount of \$43.75 for the following costs:

Amendment Fees: \$35.00  
Certified Copies: \$8.75

Please send me a certified copy in the enclosed self addressed, stamped envelope. If you should have any questions, please do not hesitate to contact me.

Sincerely,

  
Aileen Perdomo

Enclosures

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION OF  
ALPHASTAFF GROUP, INC.

FILED  
03 JUL 31 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is AlphaStaff Group, Inc.
2. The corporation has adopted the attached Amended and Restated Articles of Incorporation.
3. The Amendment was adopted by the shareholders of the corporation on October 22, 2001 by Shareholders holding a majority of the shares of the corporation which was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation has executed these Articles of Amendment this 18<sup>th</sup> day of June, 2003.

AlphaStaff Group, Inc.

By: Jay Starkman  
Jay Starkman, its President & Secretary

STATE OF FLORIDA )  
COUNTY OF Palm Beach ):

The foregoing instrument was acknowledged before me this 18 day of June, 2003, by Jay Starkman President and Secretary of AlphaStaff Group, Inc., who is personally known to me or who has produced \_\_\_\_\_ as identification.

WITNESS my hand and seal this 18 day of June, 2003.

Christine Bernardi  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires

[SEAL]



**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**ALPHASTAFF GROUP, INC.**

**FILED**  
93 JUL 31 PM 2:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

---

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, **ALPHASTAFF GROUP, INC.**, (the "Corporation") hereby adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I.**

**NAME AND ADDRESS**

The name of the Corporation is **ALPHASTAFF GROUP, INC.** The Corporation's principal office and mailing address is 1801 Clint Moore Road, Suite 115, Boca Raton, FL 33487.

**ARTICLE II.**

**PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for corporations organized under Chapter 607, Florida Statutes.

**ARTICLE III.**

**TERM**

The duration of the Corporation shall be perpetual.

**ARTICLE IV.**

**REGISTERED OFFICE**

The street address of the Corporation's registered office and the name of the registered agent at such office are: Robert A. Beck, II, 1801 Clint Moore Road, Suite 115, Boca Raton FL 33487

**ARTICLE V.**

**BOARD OF DIRECTORS**

1. **Election.** The board of directors (the "Board of Directors") shall consist of a number of members equal to: (i) the number of directors authorized to be elected by the Class A Common Shareholders (as that term is defined below) pursuant to the bylaws of the Corporation and in accordance with Article VI below, which number may be increased or decreased from

time to time by an amendment to the bylaws of the Corporation (at any given time, a member of the Board of Directors elected by the Class A Common Shareholders is referred to herein as a "Class A Director", and collectively all such members are referred to herein as the "Class A Directors"); plus (ii) the number of members, if any, elected by the Class B Common Shareholders (as that term is defined below) pursuant to the following sentence and in accordance with Article VI below. At any time at which there are Class B Common Shareholders, such Class B Common Shareholders shall be entitled, but not required, to elect a number of members to the Board of Directors equal to:

(i) the number of Class A Directors seated on the Board of Directors; plus one additional member; minus

(ii) the number of Class B Directors (as that term is defined below), if any, seated on the Board of Directors immediately prior to any such election of Class B Directors;

in accordance with the provisions of Article VI below (at any given time, a member of the Board of Directors elected by the Class B Common Shareholders is referred to herein as a "Class B Director", and collectively all such members are referred to herein as the "Class B Directors").

For clarification purposes only, the following examples are provided: Example (1): If at any time, there are four (4) Class A Directors, and zero (0) Class B Directors, the Class B Common Shareholders shall be entitled, but not required, to elect five (5) additional members to the Board of Directors for a total of nine (9) directors; and Example (2): if at any time, there are four (4) Class A Directors, and two (2) Class B Directors, the Class B Common Shareholders shall be entitled, but not required, to elect three (3) additional members to the Board of Directors for a total of nine (9) directors.

## 2. Removal.

(i) Class A Directors. Class A Directors may be removed with or without cause by the affirmative vote of the holders of at least a majority of the total voting power of all outstanding Class A Common Stock.

(ii) Class B Directors. Class B Directors may be removed with or without cause by the affirmative vote of the holders of at least a majority of the total voting power of all outstanding Class B Common Stock.

## ARTICLE VI.

### CAPITAL STOCK

1. Authorized Stock. The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is two thousand two hundred sixteen (2,216) shares, consisting of:

(a) Common Stock:

(i) two thousand (2,000) shares of \$.10 par value Class A Common Stock (the "Class A Common Stock");

(ii) seventy-two (72) shares of \$.10 par value Class B Common Stock, (the "Class B Common Stock"); and

(b) Preferred Stock-Series A: one hundred forty-four (144) shares of \$1.00 par value Preferred Stock-Series A (the "Preferred Stock-Series A").

2. Common Stock. Except as otherwise expressly provided herein, the Class A Common Stock and the Class B Common Stock shall be identical in all respects, and the relative powers, preferences, rights, qualifications, limitations and restrictions of the shares of Class A Common Stock and Class B Stock shall be as follows:

(a) Cash or Property Distributions. Subject to the rights and preferences of the Preferred Stock-Series A as set forth in paragraph 3 of this Article VI, the holders of Class A Common Stock and Class B Common Stock are entitled to receive dividends out of assets legally available therefore at such times and in such per share amounts as the Board of Directors may from time to time determine, *provided*, whenever a dividend is paid, the same dividend shall be paid in respect of each outstanding share of Class A Common Stock and Class B Common Stock.

(b) Voting. Voting power, with respect only to the election of directors, shall be divided between the Class A Common Stock and the Class B Common Stock as follows:

(i) Class A Common Shareholders. The holders of Class A Common Stock (the "Class A Common Shareholders") shall be entitled to elect the number of directors authorized in the then current bylaws of the Corporation. Each share of Class A Common Stock shall have one vote for each available seat in the election of the Class A Directors. Holders of Class B Common Stock shall not be entitled to vote in any election of Class A Directors.

(ii) Class B Common Shareholders. The holders of Class B Common Stock (the "Class B Common Shareholders") shall be entitled, but not required, to elect at any time a number of members to the Board of Directors as provided in Article V above. Each share of Class B Common Stock shall have one vote for each seat available to be filled by a Class B Director in such election of Class B Directors. Holders of Class A Common Stock shall not be entitled to vote in any election of Class B Directors.

(c) Conversion of Class B Common Stock.

(i) Option. At any time, the holders of Class B Common Stock shall have the option to convert any or all of their shares of Class B Common Stock to shares of Class A Common Stock at the ratio of 1:1.

(ii) Automatic. Upon the occurrence of or in connection with any of the following events, all shares of Class B Common Stock shall automatically be converted into shares of Class A Common Stock at a ratio of 1:1:

- (1) The death of Robert A. Beck, II.
- (2) An initial public offering of the Corporation's Class A Common Stock.
- (3) The sale of all the shares of the Corporation held by the ASG Voting Trust as of the date of filing of these Amended and Restated Articles of Incorporation to one or more persons or entities not then Shareholders of the Corporation as of the date of filing of these Amended and Restated Articles of Incorporation.

(d) Restriction on Transfer of Class B Common Stock. Shares of Class B Common Stock may not be sold, assigned, pledged, hypothecated or encumbered without the approval by a majority vote of the Class A Directors.

(e) Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, the holders of Class A Common Stock and Class B Common Stock shall (subject to the liquidation preference granted to the holders of Preferred Stock-Series A pursuant to provision 3(c) below) participate equally per share in any distributions to shareholders, without distinction between classes of Common Stock.

3. Preferred Stock-Series A.

(a) Voting. Holders of shares of Preferred Stock-Series A shall have no voting rights.

(b) Dividends. Preferred Stock-Series A shall be non-cumulative and holders thereof shall be entitled to receive a maximum quarterly dividend of up to Ten and 00/100 Dollars (\$10.00) per share, *provided*, such dividend shall only be payable on the Preferred Stock-Series A if and to the extent a dividend in an equal or greater amount is declared and paid to the holders of Common Stock of the Corporation.

(c) Liquidation. Upon a liquidation of the Corporation, the holders of Preferred Stock-Series A shall be entitled to receive a preferred distribution equal to Ten and 00/100 Dollars (\$10.00) per share in excess of the per share amount distributable to the holders of Common Stock of the Corporation.

(d) Conversion. Holders of Preferred Stock-Series A shall have the option to convert any or all of their shares of Preferred Stock-Series A into shares of Class A Common Stock at a ratio of 1:1 upon the occurrence of or in connection with any of the following events:

- (i) The sale of one-third (1/3) or more of the Class A Common Stock of the Corporation outstanding as of the date of filing of these Amended and

Restated Articles of Incorporation to one or more persons or entities not then Shareholders of the Corporation as of the date of filing of these Amended and Restated Articles of Incorporation.

(ii) An initial public offering of the Corporation's Class A Common Stock.

(iii) The issuance of Class A Common Stock of the Corporation such that the total number of shares of Class A Common Stock outstanding after such issuance is equal to or greater than 150% of the number of shares of Class A Common Stock outstanding immediately prior to such issuance.

(iv) The sale of greater than fifty percent (50%) of the shares of the Corporation held by the ASG Voting Trust as of the date of filing of these Amended and Restated Articles of Incorporation to one or more persons or entities not then Shareholders of the Corporation as of the date of filing of these Amended and Restated Articles of Incorporation.

(v) A merger of the Corporation with or into any other entity in a transaction in which the Corporation is not the surviving entity.

## **ARTICLE VII.**

### **BYLAWS**

In furtherance of and not in limitation of the powers conferred by applicable law, the Board of Directors is expressly authorized to amend or repeal the bylaws of the Corporation or adopt new bylaws of the Corporation by the affirmative vote of at least two-thirds of the entire Board of Directors. In addition to the right of the Board of Directors to amend or repeal the bylaws of the Corporation and in furtherance and not in limitation of the powers conferred by applicable law, the Corporation's shareholders may amend or repeal the bylaws or adopt new bylaws by the affirmative vote of at least two-thirds of the voting power of all shares of the Corporation's Common Stock entitled to vote voting together as a single class.

## **ARTICLE VIII.**

### **AMENDMENT**

The Corporation hereby reserves the right from time to time to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation in any manner permitted by law and all rights and powers conferred upon shareholders, directors and officers herein are granted subject to this reservation.

## **ARTICLE IX**

### **INDEMNIFICATION**



The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

**IN WITNESS WHEREOF**, the President of the Corporation has executed these Amended and Restated Articles of Incorporation as of October 22, 2001.

**ALPHASTAFF GROUP, INC.**

By: Robert A. Beck II


Name: Robert A. Beck, II

Title: President

**CERTIFICATE OF REGISTERED AGENT  
OF  
ALPHASTAFF GROUP, INC.**

Having been named to accept service of process for **ALPHASTAFF GROUP, INC.**, at 1801 Clint Moore Road, Suite 115, Boca Raton, FL 33487 which is the place designated in the foregoing Amended and Restated Articles of Incorporation, the undersigned agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505, Florida Statutes.

Date: October 22 2001

  
Robert A. Beck, II