

LAW OFFICES OF
Abram Finkelstein

1700 AIRPORT ROAD SUITE 200
BOCA RATON, FLORIDA 33431

(407) 368-3238

TELECOMER
(407) 347-0621

P95000053692

VIA UPS OVERNIGHT DELIVERY

July 6, 1995

Florida Department of State
409 East Gaines Street
Tallahassee, FL 32301

6041010828
07/07/95--01051--006
+++122.50 +++122.50

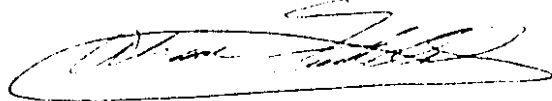
Re: PROSTAFF SOLUTIONS, INC.

Dear Sir or Madam:

I enclose the original Articles of Incorporation for Prostaff Solutions, Inc. and a check in the amount of \$122.50. Please record the Articles and return a certified copy to me via UPS overnight shipping. Our UPS account number is 6041010828.

Call me if you have any questions.

Very truly yours,



Abram Finkelstein

JUL 12 1995 BSB

RECEIVED
JUL 12 1995

95 JUL -7 PM 3:20

FILED

ARTICLES OF INCORPORATION
OF
PROSTAFF SOLUTIONS, INC.

FILED
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ARTICLE I -- NAME

The name of this corporation is Prostaff Solutions, Inc.

ARTICLE II -- DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One (\$1.00) Dollar par value common stock which shall be designated as "Common Shares."

ARTICLE V -- INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 3700 Airport Road, Suite 200, Boca Raton, Florida 33431 and the name of the initial registered agent of this corporation at that address is Abram Finkelstein.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five.

ARTICLE VII -- INCORPORATOR

The name and address of the Incorporator signing these articles is: Abram Finkelstein, 3700 Airport Road, Suite 200, Boca Raton, FL 33431.

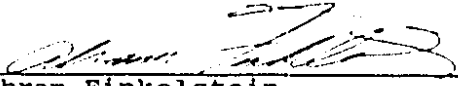
ARTICLE VIII -- INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE IX -- AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 6th day of July, 1995.


Abram Finkelstein
Incorporator

1201 HAYS STREET
TALLAHASSEE, FL 32301
TEL: 904-201-0100 FAX: 904-201-0101

REG. NO. 142-10086

P95000053692



ACCOUNT NO. : 072100000032
REFERENCE : 670866 158076A
AUTHORIZATION :
COST LIMIT : • 96.25

Patricia Pizub

FILED
95 AUG 29 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 29, 1995
ORDER TIME : 10:59 AM
ORDER NO. : 670866
CUSTOMER NO: 158076A

CUSTOMER: Abram Finkelstein, Esq
Abram Finkelstein, Esq
Suite 200
3700 Airport Road
Boca Raton, FL 33431

8000015076A

DOMESTIC AMENDMENT FILING

NAME: PROSTAFF SOLUTIONS, INC.

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING, REFLECTING NEW NAME ONLY.

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS: _____

NC
KAC
8/29

CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF INCORPORATION
OF PROSTAFF SOLUTIONS, INC.

The undersigned as President and Secretary of the aforementioned Florida corporation whose Certificate of Incorporation was issued on the 7th day of July, 1995, hereby certifies that Article I of the certificate has been amended by striking said article and inserting in lieu thereof the following:


ARTICLE I
NAME

The name of the corporation shall be:

EXCEL PERSONNEL, INC.

It is further certified that such amendment has been approved by unanimous consent of all shareholders entitled to vote. The date of adoption is August 28, 1995.

Dated this the 28th day of August, 1995.


MICHAEL A. SPEIZMAN, PRESIDENT

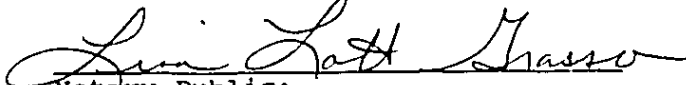
CORPORATE SEAL


ABRAM FINKELSTEIN, SECRETARY

STATE OF FLORIDA
COUNTY OF PALM BEACH

28 The foregoing instrument was acknowledged before me this, the August day of August, 1995, by Michael A. Speizman who is/are personally known to me or who has/have produced identification as shown below and who did take an oath.

Sworn and subscribed before me on the day and year above written.


Notary Public:

My commission expires: Dec. 28, 1998
Notary check one:



LISA LOTT GRASSO
My Commission CC430261
Expires Dec 28 1998
Bonded by ANB
400 662 5076

- Persons signing document personally known to me.
 Persons signing document provided a Florida drivers license or Florida Identification card.

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this, the 28 day of August, 1995, by Alvaro Gallegos who is/are personally known to me or who has/have produced identification as shown below and who did take an oath.

Sworn and subscribed before me on the day and year above written.

Luigi Lotti Giassio
Notary Public

My commission expires: Dec. 28, 1998
Notary check one:



LUIGI LOTTI GIASSIO
My Commission CC4302041
expires Dec 28 1998
bonded by ANI
1001 002 0070

- Persons signing document personally known to me.
 Persons signing document provided a Florida drivers license or Florida Identification card.