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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: SELECT PRO-STAFFING, INC.
AUDIT NUMBER.....H9800000892
DOC TYPE.....FLORIDA PROFIT CORPORATION OR B.A.
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ARTICLES OF INCORPORATION
SELECT PRO-STAFFING, INC.

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TALLAHASSEE FLORIDA

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ARTICLE I

NAME

The name of the corporation is SELECT PRO-STAFFING, INC.

ARTICLE II

DURATION

The corporation is to have perpetual existence.

ARTICLE III

PURPOSE

The corporation is formed for the purpose of transacting any and all lawful business.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office and the mailing address of the corporation is 9822 N.E. SECOND AVENUE, SUITE 2, MIAMI SHORES, FLORIDA 33138.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to issue 100 shares of common stock, each having a par value of \$1.00.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 200 South Biscayne Blvd., Suite 2100, Miami, Florida 33131, and the name of the initial registered agent of the

Norman C. Powell, Esq.
Hanzman Criden Korge & Chaykin, P.A.
200 S. Biscayne Boulevard, Suite 2100
Miami, FL 33131
Fla. Bar. No. 870536 (305) 579-1222

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corporation at that office is Norman C. Powell.

ARTICLE VII

INCORPORATORS

The name and address of the incorporator is DEWEY KNIGHT, III, 9822 N.E. SECOND AVENUE, SUITE 2, MIAMI, FLORIDA 33138, MIAMI SHORES, FLORIDA, 33138.

ARTICLE VIII

INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 14th day of January, 1998

D. Knight III
DEWEY KNIGHT, III

STATE OF FLORIDA

COUNTY OF DADE

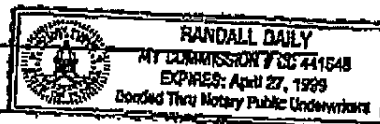
Sworn to and subscribed before me this 14th day of January, 1998 by Dewey Knight III, who is personally known to me or who has produced _____ as identification.

Randall Daily
NOTARY PUBLIC

TYPED NAME: _____

COMMISSION EXPIRES: _____

COMMISSION NO.: _____




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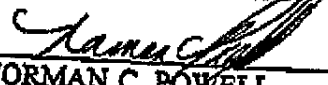
DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, (1), desiring to organize under the laws of the State of Florida, with its registered office as indicated in the articles of incorporation at 200 South Biscayne Blvd., Suite 2100, Miami, Florida has named NORMAN C. POWELL as its agent to accept service of process within this State at the above address.


NORMAN C. POWELL

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated above, I hereby accept to act in this capacity and agree to comply with the provisions of the laws of the State of Florida applicable thereto


NORMAN C. POWELL

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