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COR AMND/RESTATE/CORRECT OR O/D RESIGN..

ALCOTT STAFF LEASING, INC.

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May 3, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ALCOTT STAFF LEASING, INC.
PO BOX 160
FARMINGDALE, NY 11735-0160

SUBJECT: ALCOTT STAFF LEASING, INC.
REF: F98000004255

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*State of New York } ss:
Department of State }*

I hereby certify that the annexed copy has been compared with the original documents in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

April 27, 2007



A handwritten signature in black ink, appearing to read "D. J. [unclear]", is written over the printed title.

Special Deputy Secretary of State

CERTIFICATE OF INCORPORATION

ALCOTT STAFF LEASING, INC.

Under Section 402 of the Business Corporation Law.

The undersigned, for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law of the State of New York, does hereby certify and set forth:

FIRST: The name of the corporation is ALCOTT STAFF LEASING, INC.

SECOND: The purposes for which the corporation is formed are:

To engage in any lawful act or activity for which corporations may be organized under the business corporation law, provided that the corporation is not formed to engage in any act or activity which requires the act or approval of any state official, department, board, agency or other body without such approval or consent first being obtained.

In conformity with existing laws and municipal rules and regulations or such as may be hereafter enacted, to lease employees to potential employers, and to conduct an employment agency for the placing of personnel, male and female, permanent or temporary, with corporations, associations, partnerships, entities, combinations, organizations or individuals, domestic or foreign, in any and all positions, capacities or jobs whatsoever, including but not limited to, sales, advertising, marketing, secretarial, statistical, professional, scientific, technological, purchasing, publicity, teaching and all other positions of employment of whatever kind and description; to place skilled, unskilled and semi-skilled labor in all appropriate jobs; to seek employment for blue collar and white collar workers; to act as consultants to industry, manufacturers, professional and commercial enterprises in the selection and recruitment of their personnel; to recruit and place men and women in executive managerial and supervisory positions; to prepare, advertise and publicize lists of job opportunities available and to do all things ordinarily done by an employment agency.

To acquire by purchase, subscription, underwriting or otherwise, and to own, hold for investment, or otherwise, and to use, sell, assign,

transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every sort and description and wheresoever situated, including shares of stock, bonds, debentures, notes, scrip, securities, evidences of indebtedness, contracts or obligations of any corporation or association, whether domestic or foreign, or of any firm or individual or of the United States or any state, territory or dependency of the United States or any foreign country, or any municipality or local authority within or without the United States, and also to issue in exchange therefor, stocks, bonds or other securities or evidences of indebtedness of this corporation and, while the owner or holder of any such property, to receive, collect and dispose of the interest, dividends and income on or from such property and to possess and exercise in respect thereto all of the rights, powers and privileges of ownership, including all voting powers thereon.

To construct, build, purchase, lease or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create liens upon, sell, convey or otherwise dispose of and turn to account, any and all plants, machinery, works, implements and things or property, real and personal, of every kind and description, incidental to, connected with, or suitable, necessary or convenient for any of the purposes enumerated herein, including all or any part or parts of the properties, assets, business and good will of any persons, firms, associations or corporations.

The powers, rights and privileges provided in this certificate are not to be deemed to be in limitation of similar, other or additional powers, rights and privileges granted or permitted to a corporation by the Business Corporation Law, it being intended that this corporation shall have all the rights, powers and privileges granted or permitted to a corporation by such statute.

THIRD: The office of the corporation is to be located in the County of Suffolk, State of New York.

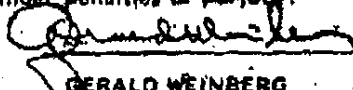
FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is Two Hundred (200), all of which shall be without par value.

FIFTH: The Secretary of State is designated as the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served on him is:

2

71 Executive Boulevard
Farmingdale, New York

IN WITNESS WHEREOF, this certificate has been subscribed to this
10th day of September, 1988 by the undersigned who affirms that the
statements made herein are true under penalties of perjury.



GERALD WEINBERG
80 State Street
Albany, New York

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SEP 25 2 17 PM '06

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED SEP 29 2006

AMT. OF DUES \$ 100
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CERTIFICATE OF INCORPORATION

OF

ALCOIT STAFF LEASING, INC.

P. Bluffett

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SEP 29 11:13 AM '06
FILED BY:

Alfred Michalowski, Esq.
101 Sunset Drive
North Massapequa, New York 11758

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

April 27, 2007



A handwritten signature in dark ink, appearing to be "D. A. ...", is written over the printed title.

Special Deputy Secretary of State

X 050922000 638

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
ALCOTT STAFF LEASING, INC.**

Under Section 803 of the Business Corporation Law

The undersigned, President of ALCOTT STAFF LEASING, INC., does hereby certify and set forth:

1. The name of the Corporation is: ALCOTT STAFF LEASING, INC.
2. The Certificate of Incorporation of ALCOTT STAFF LEASING, INC. was filed by the Department of State on September 29, 1986.
3. The Certificate of Incorporation of ALCOTT STAFF LEASING, INC. is amended to effect a change in the corporate name pursuant to Business Corporation Law Section 801(b)(1). Paragraph "1" of the Certificate of Incorporation is amended to read as follows:

"The name of the Corporation is ALCOTT GROUP INC."

4. This amendment to the Certificate of Incorporation was authorized was by vote of the Board of Directors followed by unanimous written consent of the holders of all outstanding shares entitled to vote thereon, setting forth the action taken.

IN WITNESS WHEREOF, we have executed this Certificate on the 22 day of August, 2005.


LOUIS BASSO, JR. PRESIDENT

050922000638

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
ALCOTT STAFF LEASING, INC.**

Under Section 402 of the Business Corporation Law

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Filed by:

DePinto Nornes & Associates, LLP
445 Broad Hollow Road
Suite 200
Melville, NY 11747
(631) 249-8300

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