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From: Nery C. Toledo, Legal Assistant
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305)374-5600
Fax Number : (305)374-5095

FLORIDA PROFIT CORPORATION OR P.A.

FLORIDA STAFFING HOLDINGS, INC.

Certificate of Status	0
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Estimated Charge	$78.75

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ARTICLES OF INCORPORATION

OF

FLORIDA STAFFING HOLDINGS, INC.

ARTICLE I

The name of the corporation is FLORIDA STAFFING HOLDINGS, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and mailing address of the Corporation is c/o H.I.G. Capital LLC., 100 Brickell Bay Drive, 27th Floor, Miami, Florida 33131.

ARTICLE III

The authorized capital stock of the Corporation, the par value thereof, and the characteristics of such stock shall be as follows:

Number of SharesAuthorized	Par Value per Share	Stock
5,000,000	$0.001	Class A Voting Common
500,000	$0.001	Class B Non-Voting Common

The holders of the Class A Voting Common Stock and the holders of the Class B Non-Voting Common Stock shall have identical rights with respect to (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of the Class B Non-Voting Common Stock shall not be entitled to vote on any matter submitted for consideration or approval by the shareholders of the Corporation, whether by vote, written consent or otherwise (except as otherwise provided in Section 607.1004 of the Florida Business Corporation Act).

Each holder of Class B Non-Voting Common Stock may, at any time and from time to time, convert the shares of Class B Non-Voting Common Stock into Class A Voting Common Stock at the rate of one share of Class A Voting Common Stock for each share of Class B Non-Voting Common Stock. The Corporation shall at all times reserve for issuance such number of authorized and unissued shares of Class A Voting Common Stock as shall be sufficient for conversion of the then issued and outstanding Class B Non-Voting Common Stock. The Corporation shall deliver a certificate or certificates, as the case may be, for the shares of Class A Voting Common Stock as soon as practicable after surrender of the certificate or certificates representing the shares of Class

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B Non-Voting Common Stock being surrendered for conversion, but the person or persons to whom such certificate or certificates of Class A Voting Common Stock are issuable shall be considered the holder of record of such shares of Class A Voting Common Stock from the time the certificate or certificates representing the shares of Class B Non-Voting Common Stock are surrendered for conversion.

ARTICLE IV

The street address of the Corporation's initial registered office is One Southeast Third Avenue, 28th Floor, Miami, Florida, County of Miami-Dade, State of Florida 33131-1714, and the name of its initial registered agent at such office is American Information Services, Inc.

ARTICLE V

The name of the Incorporator is Martin G. Burkett and the address of the Incorporator is One Southeast Third Avenue, 28th Floor, Miami, Florida 33131-1714.

ARTICLE VI

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 5th day of January, 2000.

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[signature]
Martin G. Burkett, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of FLORIDA STAFFING HOLDINGS, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such positions, as provided in Florida Statutes §607.0501.

American Information Services, Inc.

Nery C. Toledo, V-P
Registered Agent
Name: Nery C. Toledo V-P
Nery C. Toledo, Vice President
Date: January 5, 2000.

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