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12/13/99

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FLORIDA 32314

400003071404--8
-12/15/99--01072--023
122.50 **78.75

RE: INCORPORATION OF: EDEN STAFFING SERVICES, INC.

DEAR SIRs:

ENCLOSED PLEASE FIND FOR FILING WITH YOUR OFFICE THE FOLLOWING:

1. ARTICLES OF INCORPORATION;
2. CERTIFICATE DESIGNATING PLACE OF BUSINESS AND DESIGNATION OF RESIDENT AGENT, WITH ACCEPTANCE OF RESIDENT AGENT.

KINDLY PROVIDE ME A CERTIFIED COPY OF THE CERTIFICATE OF INCORPORATION, WITH CERTIFIED COPIES OF THE ARTICLES, FOR WHICH A CHECK IN THE AMOUNT OF \$122.50 IS ENCLOSED.

THANK YOU FOR THE ANTICIPATED COOPERATION.

Very truly yours,

JOHN F. PHILLIPS

JFP:mc

FILED
00 APR 17 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W99-28813

4/17



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 17, 1999

JOHN F PHILLIPS, ESQ
1501 NE 4TH AVE
FT LAUDERDALE, FL 33304

SUBJECT: EDEN STAFFING SERVICES, INC.
Ref. Number: W99000028813

We have received your document for EDEN STAFFING SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

You must list at least one incorporator with a complete business street address.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Kimberly Rolfe
Corporate Specialist Supervisor

Letter Number: 299A00059287

ARTICLES OF INCORPORATION
OF

EDEN STAFFING SERVICES, INC.

FILED
00 APR 17 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is **EDEN STAFFING SERVICES INC..**

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in temporary employee staffing services and consulting, and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

FOURTH: AUTHORIZED SHARES.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 500 shares of Capital Stock with a par value of \$1.00 per share.

Initial Issue. 250 shares of the Capital Stock of the corporation shall be issued for cash at a par value of \$1.00 per share.

Stated capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the initial registered office of the corporation is 500 W. CYPRESS CREEK ROAD, SUITE NO.: 500, FT. LAUDERDALE, FLORIDA 33309.

PRINCIPAL OFFICE: 500 W. Cypress Creek Rd., Suite 500
FT. LAUDERDALE FLA. 33309

and the name of the initial registered agent of the corporation is:

RICHARD ARTHUR WOLF, 500 W. CYPRESS CREEK ROAD, SUITE 500, FT. LAUDERDALE, FLORIDA 33309

SIXTH: The initial board of directors shall consist of 1 members, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Name	Number & Street	City	State	Zip Code
RICHARD ARTHUR WOLF	289 TROPIC DRIVE	LAUDERDALE	BY THE SEA	FLA. 33308

GARY A. LEVY

EIGHTH: The name(s) and address(es) of the initial incorporator(s) is (are) as follows:

Name

RICHARD ARTHUR WOLF

289 TROPIC Drive LAUDERDALE By
the SEA, FLA.

GARY A. LEVY

33308

NINTH: An affirmative vote of all of the shares of the corpora-

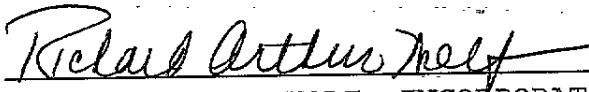
tion shall be required for any shareholder action.

TENTH: The shareholders shall have the power to adopt, amend, alter, charge or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a unanimous vote of the common stock.

ELEVENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock currently authorized (authorized and issued).

TWELFTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his votes at said election.

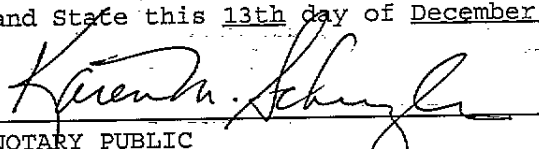
IN WITNESS WHEREOF, the undersigned has made and subscribed of these articles of incorporation at Ft. Lauderdale, Florida, on the 13th day of December, 1999.


RICHARD ARTHUR WOLF, INCORPORATOR

STATE OF FLORIDA
COUNTY OF Broward

Before me, the undersigned authority, personally appeared RICHARD ARTHUR WOLF who is to me well known to be the person described in and who subscribed the above articles of incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Ft. Lauderdale, Florida, in said County and State this 13th day of December, 1999.


NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: That EDEN STAFFING SERVICES, INC., desiring to organize
or qualify under the laws of the State of Florida, with its
principal place of business at the city of: FT. LAUDERDALE, FLORIDA
State of Florida, has named:

RICHARD ARTHUR WOLF 500 WEST CYPRESS CREEK ROAD, SUITE 500, FT.
LAUDERDALE, FLORIDA 33309, state of Florida as its agent to accept
service of process within the State of Florida.

SIGNATURE:

Richard Arthur Wolf

TITLE:

RICHARD ARTHUR WOLF, ITS
PRESIDENT

DATE: DECEMBER 13, 1999

HAVING been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.

SIGNATURE:

Richard Arthur Wolf

REGISTERED AGENT

RICHARD ARTHUR WOLF

DATE: DECEMBER 13, 1999

FILED
00 APR 17 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA