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August 21, 2000

FILED
00 AUG 24 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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08/24/00 01069-022
****122.50 *****78.75

RE: Incorporation of:
Gulfstream Personnel, Inc.

Dear Ladies/Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation concerning the above for filing with your office along with a check in the amount of \$122.50 is enclosed to cover the cost of filing. Please forward the certified copy to my office at your earliest convenience via facsimile transfer and overnight mail. I have provided you with a self-addressed federal express envelope for your convenience. If you should have any questions, please advise.

Sincerely,

Tina Stroud

Tina Stroud
Legal Assisant to
MARK A. BEDNAR, ESQUIRE

/tms
Enclosures

Please return to:
Mark A. Bednar, Esquire

8-29
100

ARTICLES OF INCORPORATION

OF

GULFSTREAM PERSONNEL, INC.

ARTICLE I - NAME

The name of this corporation is: GULFSTREAM PERSONNEL, INC.

ARTICLE II - DURATION

The corporation shall exist perpetually commencing on the date of filing.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transaction any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 11 East Zaragoza Street, Pensacola, Florida 32501, and the name of the registered agent for this MARK A. BEDNAR, 11 East Zaragoza Street, Pensacola, Florida 32501.

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The names and addresses of the initial directors of this corporation is:

MARK A. BEDNAR	11 East Zaragoza Street Pensacola, Florida 32501
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DAVID JEAN	2704 Cambridge Court S.E. Decatur, Alabama 35601
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ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is:

MARK A. BEDNAR	11 East Zaragoza Street Pensacola, Florida 32501
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ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - SHARES OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

DAVID JEAN	55 Shares
MARK A. BEDNAR	45 Shares

ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in

these Articles of Incorporation.

ARTICLE XIII - RESTRICTION OF TRANSFERABILITY OF STOCK

The shares of the capital stock of this corporation shall be issued initially as set forth in Article X. The shares of stock held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-Laws of this corporation.

ARTICLE XIV- TAX ARTICLE

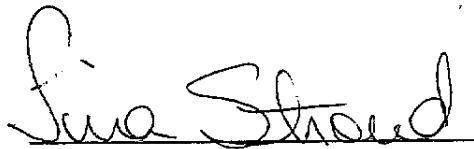
It is the intention of this charter that the directors shall sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 23rd day of August, 2000.


MARK A. BEDNAR

STATE OF FLORIDA)
COUNTY OF ESCAMBIA)

The foregoing instrument was acknowledged before me this 23rd day of August, 2000 by MARK A. BEDNAR, who is personally known to me and who did not take an oath.


TINA STROUD
NOTARY PUBLIC



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

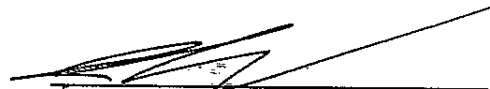
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is GULFSTREAM PERSONNEL, INC.
2. The name and address of the registered agent and office is Mark A. Bednar,
11 East Zaragoza Street, Pensacola, Florida 32501.



MARK A. BEDNAR
11 East Zaragoza Street
Pensacola, Florida 32501

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



MARK A. BEDNAR

AUGUST 21, 2000

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