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VIA FEDERAL EXPRESS

September 6, 2000

Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32314
Attn: Filing Department

Re: Procare Staffing, Inc.

300003385393--5
-09/07/00--01062--013
*****78.75 *****78.75

Dear Sir or Madam:


Enclosed and filed herewith are the original and one copy of the Articles of Incorporation for the above captioned company.

Please acknowledge receipt on the enclosed copy and return it to me in the enclosed self-addressed, pre-paid envelope provided, together with the notice of document number.

Also enclosed is our check in the amount of \$78.75 as the required fee for filing and certification.

Very truly yours,

W. RODGERS MOORE, P.A.


Allison Edwards, Esq.

Enclosures

FILED
00 SEP -7 PM 2:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T BROWN SEP 11 2000

ARTICLES OF INCORPORATION

OF

PROCARE STAFFING, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of this corporation is: Procure Staffing, Inc.

The principal address is: One West Camino Real, Suite 114-A Boca Raton, Florida 33432.

ARTICLE II

PURPOSE

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock, par value shall be \$.001 per share.

The common stock of the corporation shall have the following characteristics:

- (a) At all meetings of the stockholders, the voting common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a voting common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (b) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding voting common stock.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 4800 N. Federal Highway, Suite 210-A, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is: W. Rodgers Moore. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time in accordance with the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation are:

Mr. Henry A. Deppe	1629 Royal Palm Way
	Boca Raton, Florida 33432

ARTICLE VII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of holders of a majority of the shares of voting common stock shall be required for any amendment or repeal.

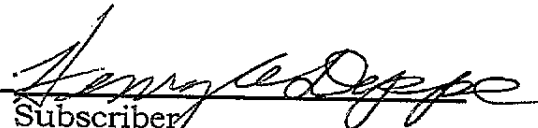
ARTICLE VIII
CLASS VOTE

Any merger, reorganization, consolidation, recapitalization or dissolution of the Corporation shall require the approval of holders of a majority of the shares of voting common stock.

ARTICLE IX
INCORPORATOR

The name and street address of the person signing these Articles is Mr. Henry A. Deppe, 1629 Royal Palm Way, Boca Raton, Florida 33432.

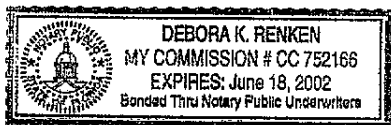
IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed these Articles of Incorporation as of this 6th day of September, 2000.

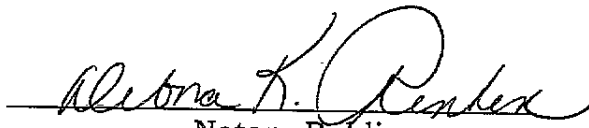


Subscriber
Henry A. Deppe

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 6th day of September, 2000, by Henry A. Deppe, who is personally known to me or produced his driver's license as identification.

My commission expires:

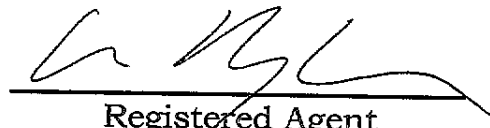



Notary Public

Print Name

Acceptance of Registered Agent

FILED
00 SEP -7 PM 2:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been designated to accept service of process for the above stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 607.0501 of the Florida Statutes.

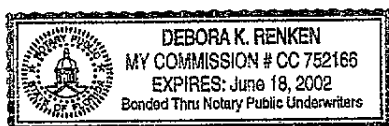


Registered Agent
W. Rodgers Moore

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 6th day of September, 2000, by W. Rodgers Moore who is personally known to me.

My commission expires:





NOTARY PUBLIC