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MOYER, STRAUS & PATEL, P.A.

ATTORNEYS AND COUNSELORS AT LAW

815 ORIENTA AVENUE, SUITE SIX
POST OFFICE BOX 151058
ALTAMONTE SPRINGS, FLORIDA 32715-1058

INTERNET ADDRESS
WWW.MOYERSTRAUSPATEL.COM

PAUL V. MOYER
PRABODH C. PATEL
TIMOTHY A. STRAUS
MARK S. KWAS

FILED
00 SEP 11 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE
407.331.5505

FACSIMILE
407.331.6308

VIA FEDEX

AIRBILL TRACKING No.: 7903 5364 2790

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****78.75 *****78.75

Re: Formation of Corporation
Name of Corporation: All Pro Staffing, Inc.

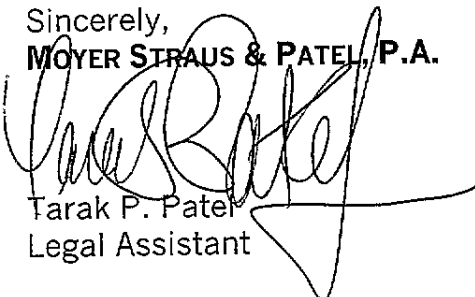
Dear Sir or Madam:

Enclosed for filing please find the Articles of Incorporation of All Pro Staffing, Inc. Also enclosed is our firm's trust check in the amount of \$78.75 which represents payment of the filing fee (\$35.00), designation of registered agent (\$35.00) and certified copy (\$8.75).

Once filed please return the recorded articles back to our office at the address listed above.

If you should have any questions or comments concerning the above or enclosed, please do not hesitate to contact our office.

Sincerely,
MOYER STRAUS & PATEL, P.A.


Tarak P. Patel
Legal Assistant

:tp
Enclosure: as stated



ARTICLES OF INCORPORATION

OF

ALL PRO STAFFING, INC.

FILED
00 SEP 11 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation is **ALL PRO STAFFING, INC.**

ARTICLE II

Commencement and Duration of corporate Existence

The Corporation shall commence its corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State, whichever shall be effective, and shall have perpetual existence.

ARTICLE III

General Purpose

The purpose for which the corporation has been formed is for the purpose of temporary and permanent employment placement and all other lawful business.

ARTICLE IV

Capital Stock- Voting and Non-Voting shares

The maximum number of shares of stock that the corporation is authorized to issue is one thousand (1,000) shares of common stock having \$1.00 par value. The

consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation shall be issued as "small business corporation" stock in accordance with the plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986. The stock shall be in two classes, the capital stock as above which shall be non-voting, and voting shares, consisting of three (3) authorized voting shares.

ARTICLE V

Initial Principal Place of Business

The street address of the initial principal place of business is **6500 Winegard Rd., Suite 110, Orlando FL 32809**. The street address of the initial registered office of the corporation shall be **6500 Winegard Rd., Suite 110, Orlando FL 32809** and the name of the initial registered agent of the corporation at such address is **PAUL V. MOYER**.

The corporation shall have three (3) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation. The name and address of the Director who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and qualified are:

Jacqueline Lamont- President
2713 Spivey Lane
Orlando Florida 32837

Alyssa Berry-Vice President
2899 Hammock Dr.
Plant City, Florida 33567

Gary Golembeski-Secretary/ Treasurer
3471 Amaca Circle
Orlando FL 32837

ARTICLE VI

Incorporator

The name and street address of the incorporator of the corporation is:

PAUL V. MOYER
815 Orienta Avenue, Ste. 6
Altamonte Springs, Florida 32701

ARTICLE VII

Amendment

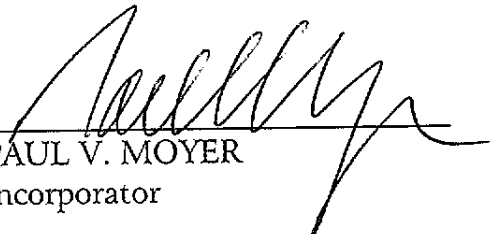
These Articles of Incorporation may be altered or amended by a resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of the majority of the voting shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

ARTICLE VII

Sub Chapter S Election

The corporation elects to be treated as a "small business corporation" and shall take any and all action necessary to comply with the requirements of the Internal Revenue Service for making an election pursuant to Sub Chapter S of the Internal Revenue Code, Section 1362.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation, this 28th day of August, 2000.


PAUL V. MOYER
Incorporator

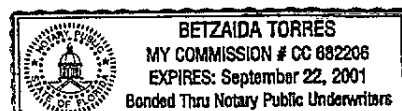
STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared PAUL V. MOYER, to me well known, who, after being duly sworn, deposed and stated that he has read the foregoing and that the same is true and correct.

SWORN TO, acknowledged and subscribed before me this 28th day of August, 2000.


NOTARY PUBLIC

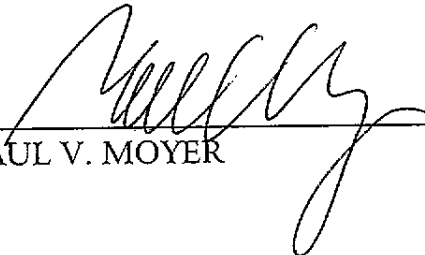
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACKNOWLEDGE, ACCEPT AND AGREE to act as Registered Agent for ALL PRO STAFFING, INC.

DATED this 28th day of August, 2000.



PAUL V. MOYER

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared PAUL V. MOYER, as Registered Agent for ALL PRO STAFFING, INC., known to me and known by me to be the person who executed the foregoing Acceptance of Registered Agent, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 28th day of August, 2000.



NOTARY PUBLIC

State of Florida

MY COMMISSION EXPIRES:

