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B. SMITH STAFFING SOLUTIONS, INC.

3085 Mabel Long 31st Way
Sarasota, FL 34234

September 10, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: B. SMITH STAFFING SOLUTIONS, INC

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-09/15/00--01058--014
*****78.75 *****78.75

Dear Sir:

Enclosed please find an original and one copy of our articles of incorporation for the above styled corporation together with our check for \$78.75. Please forward us a returned certified copy If there are any additional requirements please let me know.

Thank you for your time in this matter.

Sincerely,
B. SMITH STAFFING SOLUTIONS, INC.

Bernard R. Smith
Bernard R. Smith, President

Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
B. SMITH STAFFING SOLUTIONS, INC.**

00 SEP 15 AM 8:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator of this corporation for pecuniary profit under the Florida General Corporation Act.

**ARTICLE I
NAME AND LOCATION OF AGENT AND OFFICES**

Section 1.1 Name. The name of the corporation shall be B. SMITH STAFFING SOLUTIONS, INC.

Section 1.2 Principal Office and Mailing Address. The corporation's principal office shall be 3085 Mabel Long 31st Way, Sarasota, FL 34234, and the mailing address of the corporation shall be B. SMITH STAFFING SOLUTIONS, INC., 3085 Mabel Long 31st Way, Sarasota, FL 34234.

The corporation may change the foregoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determine.

Section 1.3 Initial Registered Agent and Office; Statement of Acceptance. The initial Registered Agent for the corporation to accept service of process within the State of Florida shall be BERNARD R. SMITH. The initial Registered Office street address of the Registered Agent shall be 3085 Mabel Long 31st Way, Sarasota, FL 34234. The initial Registered Agent hereby states that the Registered Agent is familiar with, and accepts, the obligations of this position.

**ARTICLE II
COMMENCEMENT AND DURATION**

Section 2.1 Commencement of Corporate Existence. The corporation's existence shall commence at the date of filing of these articles of incorporation with the Secretary of State, State of Florida at 12:01 A.M., the same day.

Section 2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE III **PURPOSE AND POWERS**

Section 3.1 Purpose. The general purpose for which the corporation is initially organized shall be to transact any and all lawful business for which a corporation may be incorporated under the laws of Florida, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

Section 3.2 Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida General Corporation Act.

ARTICLE IV **AUTHORIZED SHARES**

Section 4.1 Class, Number and Par. The shares of stock authorized hereunder shall not be divided into classes and shall consist of one class of common stock only. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to one hundred (100) shares at \$1.00 par value.

Section 4.2 Consideration. The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the Board of Directors of the corporation. Any and all shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and nonassessable.

Section 4.3 No Preemptive Rights. The shareholders of the corporation shall have no preemptive rights granted by the Articles of Incorporation to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

Section 4.4 Plurality Voting. Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

ARTICLE V

GENERAL

Section 5.1 Amendment. The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and the shareholders in accordance with applicable law.

Section 5.2 Organization Meeting of Directors. After the corporate existence begins, an organization meeting of directors named herein shall be held, at the call of a majority, to adopt Bylaws, elect officers, and transact other necessary business. The directors calling the meeting shall give three (3) days' advance written notice of the time and place of the meeting to each director.

Section 5.3 Directors. The number of directors constituting the initial Board of Directors shall be one (1), which number may be increased or decreased but not below one (1) from time to time in accordance with the Bylaws. The name and address of each initial member of the Board of Directors, who need not be a resident of the State of Florida and who shall hold office for the first year of the corporation's existence, or until a successor or successors are duly elected and qualified, is as follows:

Name	Title	Address
Bernard R. Smith	President/Director	3085 Mabel Long 31st Way, Sarasota, FL 34234
Barbara M. Smith	Vice President/Director	5636 Edgeman Avenue Los Angeles, CA 90043

Marie P. Smith	Secretary/Treasurer/Director	3085 Mabel Long 31st Way, Sarasota, FL 34234.
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Section 5.4 Incorporators. The name and address of the incorporator executing this instrument is as follows: Bernard R. Smith, 3085 Mabel Long 31st Way, Sarasota, FL 34234.

IN WITNESS WHEREOF, the undersigned executed this instrument this 12th day of Sept, 2000.

INCORPORATOR:

Bernard R. Smith
BERNARD R. SMITH

STATE OF FLORIDA)
COUNTY OF SARASOTA)

BEFORE ME, on this 12th day of Sept, 2000, personally appeared BERNARD R. SMITH, who is known to be the person described in and who executed the above instrument, and who did freely and voluntarily acknowledge before me according to law the execution of the same for the uses and purposes stated therein.

Donna Knuck
Notary Public - State of Florida



Donna Knuck
Commission # CC 837913
Expires July 1, 2003
Bonded Through
Atlantic Bonding Co., Inc.

B. SMITH STAFFING SOLUTIONS, INC.
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 15 AM 8:38

FILED

In compliance with Section 48.091, Florida Statutes, it is submitted that **B. SMITH STAFFING SOLUTIONS, INC.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3085 Mabel Long 31st Way, Sarasota, FL 34234, has named **BERNARD R. SMITH**, located at 3085 Mabel Long 31st Way, Sarasota, FL 34234, as its registered agent to accept service of process within Florida.

Signature:

Bernard R. Smith

Title: President

Date:

Sept. 12, 2000

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:

Bernard R. Smith

Title: President

Date:

Sept 12, 2000

BEFORE ME, on this *12th* day of *Sept*, 2000, personally appeared **BERNARD R. SMITH**, who is known to be the person described in and who executed the above instrument, and who did freely and voluntarily acknowledge before me according to law the execution of the same for the uses and purposes stated therein.

Donna Knuck
Notary Public - State of Florida



Donna Knuck
Commission # 00 837913
Expires July 1, 2003
Bonded Through
Atlantic Bonding Co., Inc.

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