



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 889621 80625A

AUTHORIZATION :

EFFECTIVE DATE

11-6-00

COST LIMIT : PREPAID 1 check (78.75 x 3) \$236.25

ORDER DATE : November 7, 2000

ORDER TIME : 11:04 AM

ORDER NO. : 889621-015

CUSTOMER NO: 80625A

CUSTOMER: Thomas C. Saunders
Frost & Saunders, P.A.

P. O. Box 2188

Bartow, FL 33830

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236.25 **78.75

DOMESTIC FILING

NAME: STAFFWISE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap - EXT. 1111

EXAMINER'S INITIALS:

PH 11/7/00

**ARTICLES OF INCORPORATION
OF
STAFFWISE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME AND ADDRESS

EFFECTIVE DATE
11-6-00

The name of the Corporation is: StaffWise, Inc. The principal office of the corporation is 4175 N. Meadow Circle, Tampa, Florida, 33624, and the mailing address of the corporation is the same.

ARTICLE II - DURATION

The duration of the corporation is perpetual.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - SHARES

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 395 S. Central Avenue, Bartow, Florida, 33830, and the name of its initial Registered Agent at that address is Thomas C. Saunders.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be either increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

Donald Joseph Saunders, 4175 N. Meadow Circle, Tampa, FL 33624

Nancy Saunders, 4175 N. Meadow Circle, Tampa, FL 33624

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is as follows:

Thomas C. Saunders, 395 S. Central Avenue, Bartow, FL 33830

ARTICLE VIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

ARTICLE X - PRE-EMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock or any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

ARTICLE XI - SHARE TRANSFER RESTRICTIONS

Shares of the Corporation shall be issued to the following entity in the following amounts upon payment of the consideration determined by the Board of Directors.

SHAREHOLDER	NUMBER OF SHARES
Donald Joseph Saunders	500
Nancy Saunders	500

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

ARTICLE XII - BYLAWS

The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon filing by the Department of State.

ARTICLE XIV - VOTING OF SHARES

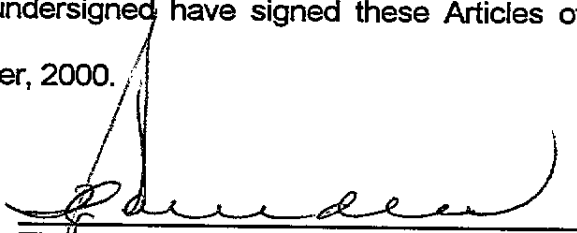
Directors shall be elected by a majority of the votes at a meeting at which a quorum is present. All shareholders shall be entitled to cumulate their votes for directors. Each shareholder is entitled to multiply the number of votes it is entitled to cast by the

number of directors for whom it is entitled to vote and cast the product for a single candidate or distribute the product among two or more candidates.

ARTICLE XV
QUORUM REQUIREMENTS FOR SHAREHOLDERS MEETING

A quorum of shareholders shall consist of 100% of the shares entitled to vote at a meeting of shareholders.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 6th day of November, 2000.



Thomas C. Saunders

STATE OF FLORIDA
COUNTY OF POLK

Before me personally appeared Thomas C. Saunders to me well known and personally known to me to be the person described herein who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 6th day of November, 2000.



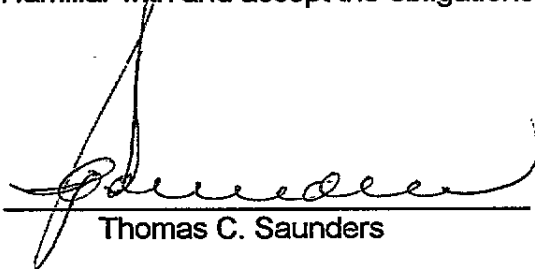
Notary Public, State of Florida
My commission expires:



ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Thomas C. Saunders

Date: November 6, 2000

STATE OF FLORIDA
COUNTY OF POLK

Before me personally appeared Thomas C. Saunders to me well known and personally known to me to be the person described herein who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 6th day of November, 2000.


Notary Public, State of Florida
My commission expires:

