

PO 1000002509

STAFF SEARCH, INC.

5015 WEST WATERS AVENUE, SUITE E, TAMPA, FLORIDA 33634
TELEPHONE (813) 674-0665 *** FACSIMILE (813) 674-0645

EFFECTIVE DATE
01-01-2001

FILED
01 JAN -2 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 29, 2000

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

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*****70.00 *****70.00

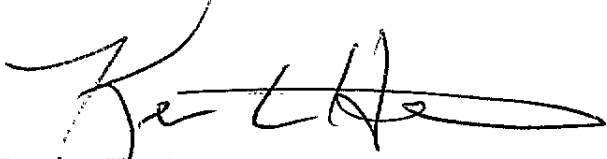
Re: Articles of Incorporation

Gentlemen:

Enclosed, please find my check in the amount of \$70.00 covering the filing fees for the Articles of Incorporation of Staff Search, Inc., which are hereby enclosed for filing.

If you have any questions, please call me.

Very truly yours,



Kevin Hartman

ARTICLES OF INCORPORATION
OF
STAFF SEARCH, INC.

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ARTICLE I
CORPORATE NAME

The name of this corporation is STAFF SEARCH, INC.

ARTICLE II
DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as January 1, 2001.

ARTICLE III
GENERAL NATURE OF THE BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollars (\$1.00) par value common stock. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V
PRINCIPAL AND REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation is Kevin Hartman. The street address of the initial principal office as well as the initial registered office is as follows: 5015 W. Waters Ave., Suite E, Tampa, Florida 33634.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and address of the initial directors of this corporation are: Kevin Hartman, whose post office address is 5015 W. Waters Ave, Suite E, Tampa, Florida 33634.

ARTICLE VII

INITIAL OFFICERS

The initial officers of this corporation, who shall hold office until new officers are elected, shall be as follows:

President: Kevin Hartman
Secretary: Kevin Hartman

ARTICLE VIII INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Kevin Hartman, 5015 W. Waters Ave., Suite E, Tampa, Florida 33634.

ARTICLE IX AMENDMENT

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

ARTICLE X BYLAWS

The initial Bylaws shall be adopted by the Board of Directors subject to ratification by action of the shareholders. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the Bylaws.

ARTICLE XII PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIII
INDEMNIFICATION

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in Section 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisee or heirs, in the manner and to the extent contemplated by Section 607.0850, as then in effect, or by any successor law thereto.

ARTICLE XIV
LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

IN WITNESS WHEREOF, the undersigned execute these Articles of Incorporation this 29 day of December 2000.

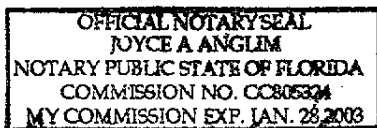
"INCORPORATOR"



Kevin Hartman

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 29 day of December 2000, by Kevin Hartman. Such person is ~~well known to me~~ known to me and did not take an oath and produced a current Florida's driver's license as identification. ja




Notary Public - (Signature)

Notary Public (Name typed/printed)

My Commission Expires:

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I hereby accept appointment as Registered Agent of the following Corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of Section 448.091 and 607.0505, Florida Statutes.

Name of Corporation:

STAFF SEARCH, INC.

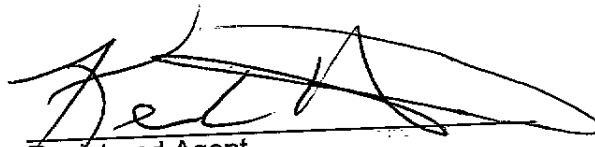
The Registered Agent of such
Corporation shall be as follows:

KEVIN HARTMAN

Address of Registered Office:

5015 W. WATERS AVE., SUITE E
TAMPA, FLORIDA 33634

DATED this 29 day of December 2000.


Registered Agent

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