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LAW OFFICES OF

STAVROS TINGIRIDES, P.A.

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Business and Corporate Law
Civil Litigation
General Practice

January 25, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100003590561--0

-01/29/01--01122--0002

Re: Progressive Staffing V, Inc.

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

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for the referenced entity, along with a copy thereof and my firm's check in the amount of \$78.75 for the filing fees and a Certificate of Status.

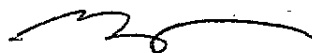
Please note that the corporation to be formed will be an affiliate of the following corporations:

Progressive Staffing, Inc.
Progressive Staffing II, Inc.
Progressive Staffing III, Inc.
Progressive Staffing IV, Inc.

Please note that I am an officer of and counsel for each of these corporations, and this letter will confirm that none of them have an objection to the new filing submitted herewith.

If you have any questions, please give me a call.

Sincerely,



Stavros Tingirides

ST:lam
Enclosures
SASE
cc:

RECEIVED
TALLAHASSEE, FLORIDA

01 JAN 29 AM 7:04

FILED

F. CHESNEY

JAN 29 2000

✓

ARTICLES OF INCORPORATION
OF
PROGRESSIVE STAFFING V, INC.

01 JAN 29 AM 7:19
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I.
Name

The name of the Corporation is PROGRESSIVE STAFFING V, INC.

II.
Term of Existence

The duration of the Corporation will be perpetual.

III.
Principal Office

The principal office of the Corporation is 2469 Enterprise Road, Clearwater, Florida 33763.

IV.
Capital Stock

The Corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value common stock, which will be designated Common Stock.

V.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 804 North Belcher Road, Suite 100, Clearwater, Florida 33765, and the name of its initial registered agent at such address is STAVROS TINGIRIDES.

VI.
Directors

The Corporation will have three (3) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least 1 but no more than 5 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Michael E. Dris	2469 Enterprise Road Clearwater, Florida 33763
Irini K. Parianos	2469 Enterprise Road Clearwater, Florida 33763
Stavros Tingirides	804 North Belcher Road, Suite 100 Clearwater, Florida 33765

VII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Michael E. Dris	2469 Enterprise Road Clearwater, Florida 33763

VIII.
Preemptive Rights

Each shareholder of the Corporation will have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights will be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his other preemptive rights by affirmative written notice of waiver within 30 days of receipt of notice of the Corporation's issuance of shares.

IX.
Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

X.
Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

XI.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XII.
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XIII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on January 25, 2001.



Michael E. Dris, Incorporator

Certificate of Designation
of
Registered Agent and Registered Office
of

Progressive Staffing V, Inc.

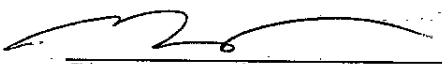
Pursuant to the provisions of Chapter 607, Florida Statutes, Progressive Staffing V, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent in the State of Florida.

1. The name of the corporation is *Progressive Staffing V, Inc.*
2. The name and address of the registered agent and office is:

Stavros Tingirides
804 North Belcher Road, Suite 100
Clearwater, FL 33765

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent. I shall serve as Registered Agent until otherwise removed or until I resign pursuant to the laws of the State of Florida.

Dated: January 25, 2001



Stavros Tingirides
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JAN 29 AM 7:05

FILED