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LAW OFFICE OF
LEWIS K. HANNA, P.A.
SPANISH RIVER CENTER, SUITE 202
190 NORTH WEST SPANISH RIVER BOULEVARD
BOCA RATON, FLORIDA 33431
Tel. (561) 361-9353 Fax. (561) 361-9354

FILED
01 MAY -3 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 30, 2001

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

RE: Formation of Outcoll Services, Inc.

400004134594-9
-05/03/01--01126--007
*****78.75 *****78.75

To Whom This May Concern:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the formation of the above referenced corporation, and a check for the sum of \$78.75. Please file the original Articles of Incorporation and forward a certified copy to me in the enclosed self-addressed stamped envelope. Please inform me if there are any further procedures necessary to form and register said corporation under Florida Laws.

Thank you for your immediate attention towards the foregoing.

Respectfully,



Lewis K. Hanna, Esq.

LKH/cj

Enclosures: As stated above.

cc: Client

D. BROWN MAY - 8 2001

**ARTICLES OF INCORPORATION
OF
OUTCOLL SERVICES, INC.**

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ARTICLE I. - NAME

The name of the corporation is: Outcoll Services, Inc.

ARTICLE II. - INITIAL PRINCIPLE OFFICE

The street address of the initial principle office of this corporation is:

Suite 211
600 South Dixie Highway
Boca Raton, Florida 33432

ARTICLE III. - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IV. - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business relating to personnel services and management.

ARTICLE V. - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares, which shall be designated as "Common Shares".

ARTICLE VI. - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series, shall have the right to purchase his pro-rata share thereof (as nearly as may

be done without issuance of fractional shares) at the price at which it is offered to others.

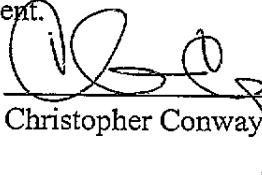
ARTICLE VII. - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and office of this corporation

is: Christopher Conway
Suite 211
600 South Dixie Highway
Boca Raton, Florida 33432

STATEMENT OF ACCEPTANCE

I Christopher Conway hereby acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent.


Christopher Conway

ARTICLE VIII. - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Christopher Conway
Suite 211
600 South Dixie Highway
Boca Raton, Florida 33432

ARTICLE IX. - INDEMNIFICATION

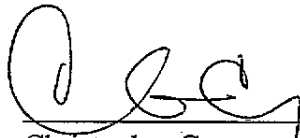
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

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ARTICLE X. - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereof, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator, Christopher Conway has executed these Articles of Incorporation, for Outcoll Services, Inc., consisting of three (3) pages, with ten (10) Articles, on this 9 Day of APRIL, 2001.



Christopher Conway
Incorporator.

**STATE OF FLORIDA
COUNTY OF PALM BEACH:**

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, Christopher Conway, known to be and who did produce a valid identification, to wit: Florida Driver Licenses, who executed the foregoing Articles of Incorporation, and he acknowledged before me that she executed the above Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 9 Day of April, 2001.



NOTARY PUBLIC

My Commission Expires:



Rebecca Bowman
My Commission CC972140
Expires October 02, 2004