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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.
MAX STAFFING GROUP, INC.

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ARTICLES OF INCORPORATION
OF

MAX STAFFING GROUP, INC.

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:
MAX STAFFING GROUP, INC.

The principal place of business of this corporation shall be:
8180 N.W. 36TH STREET SUITE 101
MIAMI, FL 33166

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ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 100 SHARES OF COMMON STOCK AT PAR VALUE OF \$10.00 EACH.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

ARLENE ORENSTEIN
GRAFFEO USA, INC.

PRESIDENT

8180 N.W. 36TH ST # 101
MIAMI, FL 33166
8180 N.W. 36TH ST # 101
MIAMI, FL 33166

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

ARLENE ORENSTEIN

8180 N.W. 36TH ST # 101
MIAMI, FL 33166

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 4TH day of JUNE, 2001

Signature(s) of Incorporator(s)

* Arlene Orenstein

H01000071483 1

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

MAX STAFFING GROUP, INC.

2. The name and address of the registered agent and office

ARLENE ORENSTEIN

(P.O. BOX NOT ACCEPTABLE)

8180 N.W. 36TH ST # 101 MIAMI, FL 33156

(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

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SIGNATURE

Arlene Orenstein

TITLE

PRESIDENT

DATE

06-04-2001

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Arlene Orenstein

DATE

06-04-2001