

Division of Corporations

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Florida Department of State  
Division of Corporations  
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**To:**

Division of Corporations  
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**EFFECTIVE DATE**  
**6-20-01****From:**

Account Name : PIPER MARBURY RUDNICK & WOLFE  
Account Number : 076424002364  
Phone : (813)229-2111  
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RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS**FLORIDA PROFIT CORPORATION OR P.A.****Rev 1 Power Staffing, Inc.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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EFFECTIVE DATE  
6-20-01**ARTICLES OF INCORPORATION  
OF  
REV 1 POWER STAFFING, INC.**

The undersigned, acting as sole 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 **Rev 1 Power Staffing, Inc.**

**I.  
Term of Existence**

The date when corporate existence will commence is June 20, 2001 in accordance with the provisions of Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

**II.  
Principal Office**

The principal office and mailing address of the Corporation is 2318 Marseille Court, Valrico, Florida 33594.

**III.  
Capital Stock**

The Corporation is authorized to issue 1,000,000 shares of \$.01 par value common stock, which will be designated Common Stock, of which 150,000 shares will be non-voting common stock ("Non-Voting Common Stock") and 850,000 shares will be voting common stock ("Voting Common Stock"). Other than the differences in voting rights, the shares of Voting Common Stock and shares of Non-Voting Common Stock will be identical to one another in all respects.

**IV.  
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 2318 Marseille Court, Valrico, Florida 33594 and the name of its initial registered agent at such address is Richard M. Ehr Gott.

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**V.**  
**Directors**

The Corporation will have 1 director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least 1 director. The names and addresses of the initial director of the Corporation, who will serve until his successor is duly elected and qualified, are:

| <u>Name</u>        | <u>Address</u>                                 |
|--------------------|------------------------------------------------|
| Richard M. Ehrgott | 2318 Marseille Court<br>Valrico, Florida 33594 |

**VI.**  
**Incorporator**

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

| <u>Name</u>        | <u>Address</u>                                 |
|--------------------|------------------------------------------------|
| Richard M. Ehrgott | 2318 Marseille Court<br>Valrico, Florida 33594 |

**VII.**  
**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.

**VIII.**  
**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

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the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

**IX.**  
**Bylaws**

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

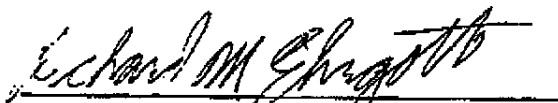
**X.**  
**Indemnification**

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

**XI.**  
**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 June 19, 2001.

  
Richard M. Ehr Gott, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and accept my obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 6/19/, 2001.

  
Richard M. Ehr Gott

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