

PO1000069135

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000081242 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : HOLLAND & KNIGHT OF JACKSONVILLE
Account Number : 074323003114
Phone : (904) 353-2000
Fax Number : (904) 358-1872

FLORIDA PROFIT CORPORATION OR P.A.

MPS Group Jacksonville, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	0475
Estimated Charge	\$70.00

FILED
01 JUL 13 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. McKnight JUL 13 2001 ✓

JUL 13 2001 9:30AM

HOLLAND AND KNIGHT 9043581872

NO. 4948000p 242 9

FILED
01 JUL 13 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MPS GROUP JACKSONVILLE, INC.

The undersigned, acting as incorporator of MPS Group Jacksonville, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is MPS Group Jacksonville, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

1 Independent Drive
Jacksonville, Florida 32202

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on the date of filing of these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares the corporation is authorized to issue is 100 shares of common stock having a par value of \$0.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 1201 Hays Street, Tallahassee, Florida 32301-2525 as the street address of the initial registered office of the corporation and names Corporation Service Company the corporation's initial registered agent at that address to accept service of process within this state.

Prepared by Crystal J. Adkins
Florida Bar No. 0014044
Holland & Knight LLP
50 N. Laura St., Suite 3900
Jacksonville, FL 32202
904-353-2000

H01000081242 9

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation has three (3) directors initially. The number of directors may be either increased or decreased from time to time, as provided in the bylaws, but will never be less than one (1). The names of the initial directors are Timothy D. Payne, Robert P. Crouch, and Marc M. Mayo.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Crystal J. Adkins	50 North Laura Street Suite 3900 Jacksonville, Florida 32202

ARTICLE VIII. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.


(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

JUL 13 2001 9:31AM

HOLLAND AND KNIGHT 9043581872

NO. 494810CP. 41242 9

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.


Crystal J. Adkins, Incorporator

JUL 13 2001 9:31AM

HOLLAND AND KNIGHT 9043581872

HN0.494881P. 59

ACCEPTANCE OF REGISTERED AGENT

The undersigned corporation agrees to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledges that it is familiar with, and accepts, the obligations of such position.

CORPORATION SERVICE COMPANY

Dated: June 25, 2001

By: 

Print Name: BRIAN COURTNEY, ASST. VP.

Its: _____

JAX1 #811673 v2

FILED
01 JUL 13 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA