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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: PINNACLE STAFFING, INC./
Incorporation
Our File No.: 4765/001

500004572725--7
-09/06/01--01073--011
*****78.75 *****78.75

Dear Sir:

Enclosed for filing, please find the Articles of Incorporation, together with the Registered Agent form. Also enclosed, is my firm's check in the amount of \$78.75, which represents the filing fee of \$70.00, plus the cost of a certified copy of \$8.75.

Please forward a certified copy to this office.

Thanking you in advance for your assistance in this matter, Should you have any questions, please do not hesitate to contact me.

Sincerely yours,

STRAUGHN, STRAUGHN & TURNER, P.A.

Mark G. Turner

MARK G. TURNER

MGT/djb
enclosure

cc: Mark Kingham

pinnacle.inc\letter\fladept.art

FILED
2001 SEP -6 AM 11:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

10
9/11/01

ARTICLES OF INCORPORATION
OF
PINNACLE STAFFING, INC.

FILED
2001 SEP -6 AM 11:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is PINNACLE STAFFING, INC., whose mailing address is: P.O. Box 934, Winter Haven, Florida 33882, and whose physical address is 95 Third Street, Northwest, Winter Haven, Florida.

ARTICLE II - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The total authorized capital stock of this Corporation shall be 7,500 shares of common stock at \$1.00 par value, all of said common stock fully paid and non-assessable.

ARTICLE IV - PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to the Corporation's common stock.

ARTICLE V. - TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI - ADDRESS

The principal office of this Corporation shall be 95 Third Street, Northwest, Winter Haven, Florida, but the Corporation

shall have the power to establish branch offices and other places of business at such other place within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially, the number of Directors may be increased or diminished from time to time according to By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII - ORIGINAL DIRECTORS

The names and addresses of the members of the first Board of Directors, are:

MARK KINGHAM	P.O. Box 934 Winter Haven, Florida 33882
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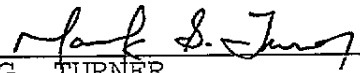
WENDY KINGHAM	P.O. Box 934 Winter Haven, Florida 33882
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ARTICLE IX. - SUBSCRIBER

The name and address of the Subscriber to the Articles of Incorporation of this Corporation, are:

MARK G. TURNER	255 Magnolia Avenue, S.W. Winter Haven, Florida 33880
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IN WITNESS WHEREOF, the Subscriber has hereunto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation in the office of the Secretary of State, this 4th day of September, 2001.



MARK G. TURNER

FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

2001 SEP -6 AM 11:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In Pursuant of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

FIRST--- PINNACLE STAFFING, INC., desiring to organize under
the Laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation, in the City of Winter
Haven, State of FLORIDA, has named, MARK G. TURNER, located 255
Magnolia Avenue Southwest, Winter Haven, Florida 33880, as its
Agent to accept Service of Process within this State.

ACKNOWLEDGEMENT: (Must be signed by Registered Agent).

Having been named to accept service of process for the above
state Corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with
the provisions of said act relative to keeping open said office.


MARK G. TURNER