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PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310
E-MAIL: mjamawlaw@earthlink.net

September 19, 2001

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*****78.75 *****78.75

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

FILED
01 SEP 26 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Staffing America of Florida, Inc.

Gentlemen:

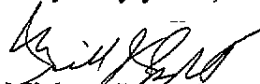
Enclosed are an original and one copy of articles of incorporation for Staffing America of Florida, Inc., together with the registered agent designation and acceptance and our check in the amount of \$78.75 for the following:

Filing fee	\$35.00
Registered agent designation	35.00
Certified copy of articles	<u>8.75</u>

Total: \$78.75

The certified copy of the articles should be returned to the undersigned. Thank you for your assistance and cooperation in this matter.

Very truly yours,


Michael J. Appleton

MJA:s
Enclosures

T. Burch SEP 28 2001

ARTICLES OF INCORPORATION

OF

STAFFING AMERICA OF FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be Staffing America of Florida, Inc.

ARTICLE II

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

ARTICLE III

The aggregate number of shares which the corporation is authorized to issue is 10,000, all of which shall be common shares without par value.

ARTICLE IV

The principal place of business of the corporation will be located at 1031 West Morse Boulevard, Suite 105, Winter Park, Florida 32789. The name of the initial registered agent at such address is Michael J. Appleton.

ARTICLE V

The name and address of the incorporator of this corporation is as follows:

Name

Address

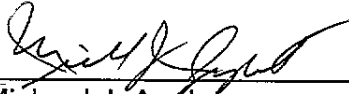
Michael J. Appleton

1031 West Morse Boulevard
Suite 105
Winter Park, Florida 32789

ARTICLE VI

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being the sole subscriber to these Articles of Incorporation, does hereby make and file these Articles of Incorporation, and has hereunto set his hand and seal at Winter Park, in the County of Orange, State of Florida, this 7th day of September, 2001.



Michael J. Appleton

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, MICHAEL J. APPLETON, having been designated as registered agent for STAFFING AMERICA OF FLORIDA, INC., hereby accept said appointment and declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

DATED at Winter Park, Orange County, Florida, this 7th day of September, 2001.



Michael J. Appleton