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ACCOUNT NO. : 072100000032

REFERENCE : 870736 7180471

AUTHORIZATION :

Patricia Pzyt

COST LIMIT : \$ 78.75

ORDER DATE : October 10, 2001

ORDER TIME : 11:25 AM

ORDER NO. : 870736-005

CUSTOMER NO: 7180471

CUSTOMER: J. Keith Sands, Esq
Tritt Franson Aldridge Sands &
Bryan
865 May St.

Jacksonville, FL 32204

DOMESTIC FILING

NAME: REICHARD STAFFING, INC.

EFFECTIVE DATE:

800004629898--2

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

RECEIVED
01 OCT 10 PM 12:13
DEPARTMENT OF STATE
DIVISION OF CORPORATE MS
TALLAHASSEE, FLORIDA

FILED
2001 OCT 10 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jg 10/10/01

**ARTICLES OF INCORPORATION
OF
REICHARD STAFFING, INC.**

FILED
2001 OCT 10 PM 2:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
Name

The name of this corporation is **REICHARD STAFFING, INC.**

ARTICLE II
Nature of Business

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 STRUCTURE

COMMON STOCK -- The aggregate number of shares of stock that the corporation has authority to issue is one hundred thousand (100,000) shares of common voting stock, \$0.01 par value, all of the same class and the same series, and all having equal rights and preferences in all matters. These shares are designated as the corporation's "Common Stock."

PREFERRED STOCK -- The aggregate number of shares of preferred stock that the corporation has authority to issue is ten thousand (10,000) shares, no par value, all of the same class and the same series, and all having equal rights and preferences in all matters. These shares are designated as the corporation's "Preferred Stock."

The terms and preferences of the Preferred Stock are as follows:

1. Dividends. The holders of Preferred Stock are entitled, but only when and as declared by the board of directors of the Corporation, to a cash dividend of Fifty Cents (\$0.50) per share per annum. The dividend shall be payable annually on the date in each year fixed by the board of directors. Dividends on Preferred Stock shall be declared if, as and when the board of directors in its sole discretion deems advisable, and only out of the net profits or surplus of the Corporation as is fixed and determined by the board of directors in its sole discretion from time to time. The determination at any time of the amount of net profits or surplus available for dividends shall be binding and conclusive on the holders of the stock of the Corporation outstanding at the time.

Any declared and unpaid dividends on Preferred Stock shall not bear interest. Holders of Preferred Stock shall not receive any dividends other than the preferred dividends provided for in this paragraph 1 of this article, and shall not participate with the common stock of the corporation in the

payment of dividends.

2. Cumulative dividends. Dividends on Preferred Stock are cumulative from and after the date or dates fixed by the board of directors of the Corporation. No dividends shall be paid or set apart for payment on the common stock of the corporation, no distribution shall be made on the common stock (other than a dividend payable in common stock) and no shares of common stock shall be redeemed, retired or otherwise acquired for valuable consideration (except upon conversion of the stock) unless full cumulative dividends on Preferred Stock for all past years and for the current year have been declared, and the Corporation has paid those dividends or has set aside a sum sufficient to pay them.

3. Preference on liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, or of any reduction in the capital of the Corporation resulting in any distribution of assets to the stockholders of the Corporation, each holder of Preferred Stock shall be entitled to receive in cash out of the assets of the Corporation, whether from capital or earnings, available for distribution to the stockholders of the Corporation, before any amount is paid to the holders of the common stock of the Corporation, the sum of \$100.00 per share for each share of Preferred Stock held by the holder, plus an amount equal to the sum of all accumulated and unpaid dividends to the date fixed for the payment of the distribution on the shares of Preferred Stock held by the holder.

The purchase or redemption by the Corporation of any class of its stock in any manner permitted by law, the consolidation or merger of the Corporation with or into one or more other corporations, or the sale or transfer by the Corporation of all or substantially all of its assets shall not, for the purposes of determining preferences on liquidation, be deemed to be a liquidation, dissolution or winding up of the Corporation or a reduction in the capital of the Corporation. A dividend or distribution to stockholders from net profits or surplus earned after the date of any reduction in the capital of the Corporation shall not be deemed to be a distribution resulting from the reduction in capital.

No holder of Preferred Stock shall be entitled to receive any amount in connection with any liquidation, dissolution or winding up of the Corporation other than the amounts provided for in this paragraph.

4. Conversion. The shares of Preferred Stock are convertible, at the option of the record holder or holders of the shares, into shares of fully paid and nonassessable common stock of the Corporation. The shares of Preferred Stock may be converted at any time after October 10, 2006 and prior to October 10, 2011. Each share of Preferred Stock can be converted into 1.95 share(s) of common stock.

To convert shares of Preferred Stock, the holder(s) of the shares must surrender the certificate(s) representing the shares to be converted, duly endorsed to the Corporation or in blank, at the principal office of the Corporation, and give written notice to the Corporation at that office that

the holder or holders desires to convert the shares. The notice must set forth the name, address and taxpayer identification number of the person or persons to whom a certificate or certificates representing the common stock of the Corporation are to be issued.

Shares of Preferred Stock shall be deemed to be converted at the close of business on the date of the surrender to the Corporation of the properly endorsed certificate or certificates representing the shares. The rights of the holders of the Preferred Stock surrendered shall cease at that time, and the person or persons in whose name or names the certificate or certificates for the common stock are to be issued shall be treated for all purposes as having become record owners of the common stock of the Corporation at that time. However, if certificates are surrendered on a day in which the stock transfer books of the Corporation are closed, the surrender shall be deemed to have occurred on the next succeeding day on which the stock transfer books are open.

The Corporation shall at all times reserve and keep available solely for the purpose of issuing upon conversion of Preferred Stock the number of shares of common stock issuable upon conversion of all outstanding Preferred Stock.

At the time of conversion, the Corporation shall pay to the holder(s) of record of any share(s) of Preferred Stock surrendered for conversion any accrued and unpaid dividends on the stock.

The issuance of certificates for shares of common stock upon the conversion of Preferred Stock shall be made without charge for any tax with respect to the issuance. However, if any certificate is to be issued in a name or names other than the name(s) of the holder(s) of record of Preferred Stock converted, the person(s) requesting the issuance shall pay to the Corporation the amount of any tax that may be payable in connection with any transfer involved in the issuance, or shall establish to the satisfaction of the Corporation that the tax has been paid or is not due and payable.

The Corporation shall not be required to issue any fractional shares of common stock upon the conversion of Preferred Stock. If any interest in a fractional share of common stock would otherwise be deliverable upon the conversion of Preferred Stock, the Corporation shall make adjustment for that fractional share interest by payment of an amount in cash equal to the same fraction of the market value at that time of a full share of common stock of the Corporation.

If the Corporation subdivides or combines a larger or smaller number of shares its outstanding shares of common stock, then the number of shares of common stock issuable upon the conversion of Preferred Stock shall be proportionally increased in the case of a subdivision and decreased in the case of a combination, effective in either case at the close of business on the date that the subdivision or combination becomes effective.

If the Corporation is recapitalized, is consolidated with or merged into any other corporation, or sells or conveys to any other corporation all or substantially all of its property as an entity, provision shall be made as part of the terms of the recapitalization, consolidation, merger, sale, or

conveyance so that the holders of Preferred Stock may receive, in lieu of the common stock otherwise issuable to them upon conversion of Preferred Stock, at the same conversion ratio, the same kind and amount or securities or assets as may be distributable upon the recapitalization, consolidation, merger, sale, or conveyance with respect to the common stock.

If the Corporation at any time pays to the holders of its common stock a dividend in common stock, the number of shares of common stock issuable upon the conversion of Preferred Stock shall be proportionally increased, effective at the close of business on the record date for determination of the holders of the common stock entitled to the dividend.

Except as provided below, if the Corporation at any time pays any dividend or makes any distribution on its common stock in property other than cash or in common stock of the Corporation, then provision shall be made as part of the terms of the dividend or distribution so that the holders of Preferred Stock surrendered for conversion after the record date for the determination of holders of common stock entitled to the dividend or distribution shall be entitled to receive the same proportionate share of property that they would have been entitled to receive had Preferred Stock been converted immediately prior to the record date.

These adjustments shall be made successively if more than one of these events occurs.

However, no adjustment in the conversion ratio of Preferred Stock into common stock shall be made by reason of:

(a) the payment of a cash dividend on the common stock or on any other class of stock of the Corporation;

(b) the purchase, acquisition, redemption, or retirement by the Corporation of any shares of common stock or of any other class of stock of the Corporation, except as provided above in connection with a subdivision or combination of the outstanding common stock of the Corporation;

(c) the issuance, other than as provided above, of any shares of common stock, or of any securities of the Corporation convertible into common stock or into other securities of the Corporation, or of any rights, warrants or options to subscribe for or purchase shares of common stock or other securities of the Corporation, or of any other securities of the Corporation; provided that in the event that the Corporation offers any of its securities or any rights, warrants or options to subscribe for or purchase any of its securities to the holders of its common stock pursuant to any preemptive or preferential rights granted to the holders of common stock by the certificate of incorporation of the Corporation or pursuant to any similar rights granted by the board of directors of the Corporation, the Corporation shall mail written notice of the offer to the holders of Preferred Stock at least 20 days prior to the record date for determination of the holders of common stock entitled to receive the offer;

(d) the Corporation's offer to redeem or acquire shares of its common stock by paying or

exchanging the stock of another corporation, or the carrying out of a transaction contemplated by an offer of this nature; provided that the Corporation shall mail written notice of the offer to the holders of Preferred Stock at least 20 days prior to the expiration of the offer; or

(e) the distribution of stock to holders of common stock of the Corporation, if the issuer of the stock distributed is at the time of the distribution engaged in a business that was previously operated as a division or subsidiary by a corporation acquired by the Corporation and that was distinct from the principal business of the corporation acquired.

If any shares of Preferred Stock are called for redemption as provided in paragraph 4 of this article 3, the right to convert the shares called shall cease and terminate at the close of business on the tenth day prior to the date fixed for the redemption of the shares, unless the Corporation defaults in the payment of the redemption price.

5. Voting rights. At every meeting of the stockholders of the Corporation, each holder of Preferred Stock shall be entitled to one vote for each share of Preferred Stock standing in the name of the holder on the books of the Corporation, with the same and identical voting rights, except as expressly provided in these paragraphs, as a holder of a share of common stock of the Corporation. Except as otherwise provided by law, and except as provided in these paragraphs, the Preferred Stock and any other class of stock of the Corporation having voting rights shall vote together as one class. The holders of Preferred Stock are entitled to receive notice of all meetings of the stockholders of the Corporation, to the same extent and in the same manner as the holders of the common stock of the Corporation.

If and when, at any time or times, dividends payable on Preferred Stock have not been paid or declared and a sum sufficient for their payment set aside for a period of two (2) years, then the holders of Preferred Stock, voting separately as a class, shall be entitled to elect two (2) directors of the Corporation and the holders of Common Stock shall be entitled to elect one (1) director of the Corporation. The right to elect directors may be exercised at any annual meeting of the stockholders of the Corporation, at any special meeting held in place of an annual meeting, or at a special meeting of the holders of Preferred Stock called to elect directors. The right to elect directors shall continue until dividends in default on Preferred Stock are paid in full or funds sufficient for their payment are set aside, and shall cease when the dividends are so paid or set aside, subject to future reactivation in the event of future defaults.

At any time that special voting power is vested in the holders of Preferred Stock, the secretary of the corporation may, and at the written request of holders of 5 percent or more of the shares of Preferred Stock must, call a special meeting of the holders of Preferred Stock for the election of directors. The meeting must be held within forty (40) days of the delivery of the request at the time and place provided by law or in the bylaws of the Corporation for meetings of stockholders of the Corporation; provided, however, that no meeting need be called if the request is delivered less than ninety (90) days before the date fixed for the next annual meeting of the stockholders of the Corporation.

If at any meeting held when special voting power is vested in the holders of Preferred Stock the holders of at least 50 percent of Preferred Stock then outstanding are present in person or by proxy, then the number of directors of the Corporation shall be increased by three (3) and the holders of Preferred Stock present by vote of at least 50 percent shall be entitled to elect the additional directors of the Corporation. The directors so elected shall serve until the next annual meeting of the stockholders of the Corporation and until their respective successors are elected by the holders of Preferred Stock and have qualified.

When the holders of Preferred Stock are divested of special voting power, the term of office of the persons elected as directors by the holders of Preferred Stock shall terminate, and the number of directors of the Corporation shall be reduced accordingly. If the office of director of a director elected by the holders of Preferred Stock is vacant due to resignation, removal or death during the time that special voting power is vested in the holders of Preferred Stock, the vacancy shall be filled by the majority vote of the directors then in office, even if less than a quorum. If the vacancy is not so filled within forty (40) days after the creation of the vacancy, a special meeting of the holders of Preferred Stock shall be called and the vacancy filled at that meeting. Any director elected to fill a vacancy by the remaining directors may be removed by the vote of a majority of the holders of Preferred Stock.

6. *No pre-emptive rights.* No holder of Preferred Stock shall be entitled, as of right, to purchase or subscribe for any part of the unissued stock of the Corporation or of any stock of the Corporation to be issued by reason of an increase of the authorized stock of the Corporation, to purchase or subscribe for any debentures, bonds, certificates of indebtedness or other securities convertible into or carrying options or warrants to purchase stock or other securities of the Corporation, to purchase or subscribe for any stock of the Corporation purchased by the Corporation, or to have any other pre-emptive rights now or hereafter defined by the laws of the state of Florida.

ARTICLE IV **Term of Existence**

This corporation shall exist perpetually.

ARTICLE V **Address**

The initial street address of the principal office of this corporation is:

6624 London Bridge Lane
Jacksonville, FL 32210

The Board of Directors may from time-to-time move the principal office to any other address in Florida.

ARTICLE VI

Directors

This corporation shall have one (1) director initially. The number of Directors may, subject to the limitations provided in Article III, 5, be increased or decreased from time to time, by Bylaws adopted by the shareholders.

ARTICLE VII

Initial Director

The name and street address of the member of the first Board of Directors is:

SEAN REICHARD
6624 LONDON BRIDGE LANE
JACKSONVILLE, FL 32210

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles of Incorporation is:

J. KEITH M. SANDS, ESQUIRE
865 May Street
Jacksonville, FL 32204

ARTICLE IX

Section 1244 Stock

The Board of Directors is authorized to issued "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time-to-time.

ARTICLE X

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:

865 MAY STREET
JACKSONVILLE, FL 32204

The name of the registered agent of this corporation located at the address above is:

TRITT, FRANSON & SANDS, P.A.

ARTICLE XI
Amendment

These Articles of Incorporation may be amended, altered, changed, or repealed at any time, and from time-to-time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a shareholder herein are granted subject to this reservation. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Except as otherwise provided herein, at any time that there are shares of preferred stock outstanding, consent or affirmative vote of a majority of the outstanding shares of preferred and common stock, each class voting as a class, shall be required to amend the articles of incorporation to:

- (A) change the terms and provisions governing the preferred class of stock;
- (B) merge the preferred stock and the common stock into a single class of stock;
- (C) create a new class of stock which has greater rights on liquidation than the preferred stock; or
- (D) increase the authorized number of shares of the preferred class of stock.

Except as otherwise provided herein, the consent or affirmative vote of a majority of only the outstanding shares of common stock shall be required to amend the articles of incorporation to:

- (A) change the terms and provisions governing any class of stock other than the preferred stock;
- (B) create a new class of stock which has lesser rights on liquidation than the preferred stock or, if there are no shares of preferred stock then outstanding, create any new class of stock;
- (C) increase the authorized number of shares of any class of stock of the corporation except the class of preferred stock.

ARTICLE XII
Effective Date

FILED

2001 OCT 10 PM 2:46

The existence of this corporation shall commence upon the filing of these Articles of Incorporation by the Office of the Secretary of State of the State of Florida. TALLAHASSEE FLORIDA

ARTICLE XIII
Acceptance of Appointment as Registered Agent

Pursuant to Section 607.034, 607.037, and 607.325, Florida Statutes, the undersigned certifies that he is familiar with and accepts the obligations of the aforementioned statutes as the initial registered agent of this corporation.

TRITT, FRANSON, & SANDS, P.A.

J. KEITH M. SANDS, Vice President

The undersigned submits these Articles of Incorporation for the purpose of filing same with the Office of the Secretary of State of the State of Florida.

J. KEITH M. SANDS

(SEAL)

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared J. Keith M. Sands, to me known to be the person described herein as the incorporator and who executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 9th day of October, 2001.

Notary Public

My Commission Expires



STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared J. Keith M. Sands, Vice President of Tritt, Franson, & Sands, P.A. to me known to be the person described herein and who executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 9th day of October, 2001.



Notary Public

My Commission Expires:

