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January 23, 2002

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

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

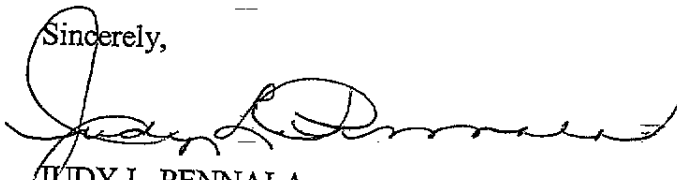
Attn: New Filings Sections

Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Incorporation for The Staffing Source Administration, Inc., along with a check in the amount of \$78.75 to cover the filing fees. Also included is a postage-paid, pre-addressed envelope so that you may return copy of the filed document to our office.

I can be reached at (727) 576-0047 if you have any questions. Thank you for your assistance in this matter.

Sincerely,



JUDY L. PENNALA
Certified Legal Assistant

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 28 AM 9:10

2-4-02

**ARTICLES OF INCORPORATION
OF
THE STAFFING SOURCE ADMINISTRATION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 28 AM 9:10

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE STAFFING SOURCE ADMINISTRATION, INC.

The address of the principal office of this corporation shall be 1004 Drew Street, Clearwater, Florida 33755, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

The purpose of this Corporation is to provide administrative services for organizations involved in the placement and temporary staffing of healthcare workers and to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 11300 Fourth Street North, Suite 200, St. Petersburg, Florida 33716-2940, and the name of the initial registered agent of the corporation at that address is James M. Chadwick, Esquire.

ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Laurel J. Chadwick
Director

11300 Fourth Street North, Suite 200
St. Petersburg, FL 33716-2940

James M. Chadwick
Director

11300 Fourth Street North, Suite 200
St. Petersburg, FL 33716-2940

Ann Fleeting
Director

11300 Fourth Street North, Suite 200
St. Petersburg, FL 33716-2040

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

James M. Chadwick
11300 Fourth Street North, Suite 200
St. Petersburg, FL 33716-2940

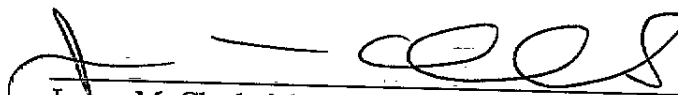
ARTICLE VIII. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE IX. AMENDMENT


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, any right conferred upon the shareholders is subject to this reservation.

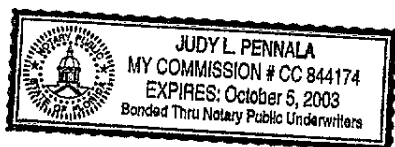
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of January 2002.


James M. Chadwick, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23 day of January 2002 by James M. Chadwick, who is personally known to me.


Notary Public, State of Florida



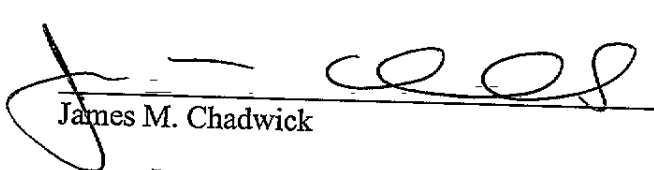
**CERTIFICATE DESIGNATING
REGISTERED AGENT AND STREET ADDRESS
FOR SERVICE OF PROCESS WITHIN FLORIDA**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 28 AM 9:10

Pursuant to Florida Statute 48.091, THE STAFFING SOURCE ADMINISTRATION, INC., desiring to organize under the laws of the State of Florida, hereby designates **James M. Chadwick**, located at 11300 Fourth Street North, Suite 200, St. Petersburg, Florida 33716-2940, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation at the place designated above and agrees to comply with the provisions of Florida Statute 48.091(2) relative to maintaining an office for the service of process.


James M. Chadwick