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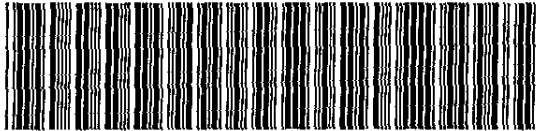
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TALLAHASSEE, FLORIDA
03 JUN -5 AM 8:27

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Hidden Oaks Professional Office Park

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June 2, 2003

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: KELLY PROFESSIONAL SERVICES, INC.

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for Kelly Professional Services, Inc.. Please file the enclosed Articles and return a certified copy of the Articles of Incorporation to our Clearwater address listed above. I have enclosed our firm check in the amount of \$78.75 for your filing fee in this matter. Please process at your earliest convenience.

If you have any questions, please do not hesitate to call. Thank you for your assistance in this matter.

Sincerely,



Vicki Alford
Richard L. Alford, P.A.

Enclosures

**ARTICLES OF INCORPORATION
OF
KELLY PROFESSIONAL SERVICES, INC.**

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TALLAHASSEE, FLORIDA
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ARTICLE I

NAME

The name of the corporation is Kelly Professional Services, Inc. and its mailing address is 1518 S. Lake Avenue, Clearwater, Florida 33756.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 7500 shares of no par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1518 S. Lake Avenue, Clearwater, Florida 33756 and the name of the initial registered agent of this corporation at that address is Marie Kelly.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Name

Address

Marie Kelly

1518 S. Lake Avenue
Clearwater, Florida 33756

ARTICLE VII

INCORPORATOR

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

Name

Address

Marie Kelly

1518 S. Lake Avenue
Clearwater, Florida 33756

ARTICLE VIII

CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE IX

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X

INDEMNIFICATION

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

ARTICLE XI

BYLAWS

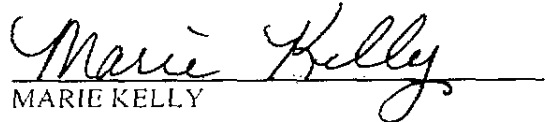
The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XII

AMENDMENT

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

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on the 2nd day of June, 2003.


MARIE KELLY


STATE OF FLORIDA
COUNTY OF PINELLAS

SWORN TO AND SUBSCRIBED before me, this 2nd day of June, 2003, by Marie Kelly who is personally known to me or who has produced X as satisfactory evidence of identification, pursuant to Florida Statutes.



Vicki D. Alford
MY COMMISSION # CC938905 EXPIRES
May 21, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

Notary Public - State of Florida


Print Name of Notary
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of KELLY PROFESSIONAL SERVICES, INC. which is contained in the foregoing Articles of Incorporation.

Dated this 2nd day of June, 2003.

Marie Kelly
Marie Kelly, as Registered Agent

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