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FILED  
03 JUN 12 AM 4:03  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

June 8, 2003

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

**SUBJECT: WINWOOD STAFFING NORTH INC.**

Enclosed are an original and one copy of the articles of incorporation for the above referenced entity, along with a check for \$78.75 for the filing fee and **certificate of status**.

**FROM:** Robert G. Smith  
6789 Trail Ridge Drive  
Lakeland, Florida 33813  
(863) 647-2890

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03 JUN 12 AM 4:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
of  
WINWOOD STAFFING NORTH INC.**

The undersigned natural person, competent to contract, for the purpose of forming a corporation under the provisions of Section 607, Florida Business Corporation Act of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I.**

**NAME OF CORPORATION**

The name of this corporation shall be Winwood Staffing North Inc. The corporation intends to conduct business under the fictitious name of Winwood Staffing North Inc.

**II.**

**NATURE OF BUSINESS**

The corporation will provide any lawful purpose as authorized by the applicable Laws of the State of Florida, the Laws of the United States of America, or any other state, territory, county, or nation, or any other lawful engagements.

**III.**

**TERM OF EXISTENCE**

The corporation existence shall commence on June 8, 2003. The corporation shall exist perpetually.

**IV.**

**AUTHORIZED STOCK**

The aggregate number of shares, which this corporation shall be authorized to issue, is One Thousand (1,000) shares of common stock. Five Hundred (500) shares go to Robert G. Smith and Five Hundred (500) shares go into reserve.

**V.**

**PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION**

The initial principal office of the corporation is 6789 Trail Ridge Drive, Lakeland, Florida 33813 and the initial mailing address of the corporation shall be 6789 Trail Ridge Drive, Lakeland, Florida 33813.

**VI.**  
**REGISTERED AGENT AND REGISTERED OFFICE**

The address of this corporation's initial registered office is 6789 Trail Ridge Drive, Lakeland, Florida 33813, and the name of its initial registered agent at said address is Robert G. Smith.

**VII.**  
**BOARD OF DIRECTORS**

The affairs of the corporation shall be conducted by a Board of Directors, composed of not less than one person who must be a stockholder. The number of directors may be increased from time to time by the Bylaws adopted by the stockholder(s), but shall never be less than one person. The Board of Directors shall have the authority to make provisions for their services as directors and to fix the basis and conditions upon which compensation in any form.

**VIII.**  
**INITIAL DIRECTORS**

The name and address of the initial Directors of the corporation, who, subject to the provisions of these Articles of Incorporation, the Bylaws of the Corporation, and the Florida Business Corporation Act, shall hold office for the first year, or until their successors have been duly elected and qualify to serve as Directors, are as follows:

Robert G. Smith  
6789 Trail Ridge Drive  
Lakeland, FL 33813

**VIII.**  
**STOCK**

1,000 Shares of Stock issued on June 6, 2003.

**X.**  
**REGULATION OF INTERNAL AFFAIRS**

Meetings of the shareholders or the Board of Directors of this corporation may be held either within or without the State of Florida at such place as may from time to time be designated by the Bylaws of the corporation or by resolution of the Board of Directors.

The initial Bylaws of the corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the shareholder(s), but the affirmative vote of the holders of the majority of the shares outstanding shall be necessary to exercise power. The Bylaws may contain any provisions for the regulation and management of this corporation, which are

consistent with the Laws of the State of Florida and these Articles of Incorporation.

**XI.**  
**INFORMAL ACTIONS OF DIRECTORS**

If all of the directors severally or collectively consent in writing to any action taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**XII.**  
**MEETINGS BY TELEPHONE CONFERENCE**

The Board of Directors may participate in meetings of the Board by means of a conference telephone or similar communications equipment.

**XIII.**  
**CONTRACTS IN WHICH DIRECTORS HAVE AN INTEREST**

Any contract or other transaction of this corporation with any person, firm or other corporation, or any contract or other transaction in which this corporation is interested, shall not be invalidated or affected by:

(A.) The fact that one or more of the directors of this corporation is interested in, or serves as a director or an officer of another corporation; provided that the acts of any director so interested are in good faith, and each person who may become a Director of his corporation is hereby relieved of any liability that may otherwise arise by reason of this contracting with this corporation for the benefit of himself or any firm or corporation in which he may be interested.

**XIV.**  
**INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is as follows:

Robert G. Smith  
6789 Trail Ridge Drive  
Lakeland, Florida 33813

**XV.**  
**INTENTION OF THE INCORPORATOR**

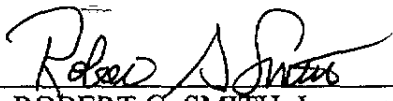
It is the intention of the incorporator of these Articles of Incorporation that this corporation

shall remain a closed corporation, and the stockholders of this corporation may enter into such stockholder, stock purchase or trustee agreements with other stockholders of this corporation as they may see fit in order to carry out this intention; provided, however, that the stockholder, stock purchase or trustee agreement shall be noted upon the stock certificate of this corporation.

**XVI.**  
**AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholder's meeting by a majority of stockholders eligible to vote thereon.

IN WITNESS THEREOF, I have hereunto set my hand and seal on this 8<sup>th</sup> Day of June, 2003, for the purposes of forming this corporation under the Laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation.

 SEAL  
ROBERT G. SMITH, Incorporator

FILED

03 JUN 12 AM 4:04

**FLORIDA DEPARTMENT OF STATE  
SECRETARY OF STATE  
STATEMENT OF CONSENT OF REGISTERED AGENT**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State of the State of Florida:

1. The name of the corporation is:

WINWOOD STAFFING NORTH INC.

2. The name and the address of the initial registered agent and office are as follows:

ROBERT G. SMITH  
6789 Trail Ridge Drive  
Lakeland, Florida 33813

3. Having been named as registered agent for this corporation at the registered office  
Designated above, the undersigned hereby accepts the designation.

  
ROBERT G. SMITH, Registered Agent