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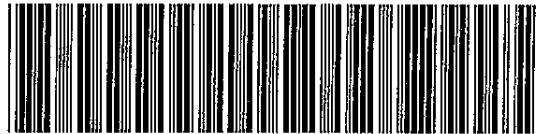
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BRASHEAR & ASSOCIATES, P.L.**  
*C o u n s e l o r s   A t   L a w*

926 N.W. 13th Street  
Gainesville, FL 32601-4140  
voice: 352/336-0800  
fax: 352/336-0505  
Brashear@NFlaLaw.com  
www.NFlaLaw.com  
  
BRUCE BRASHEAR  
WILLIAM CLAYTON MARTIN III

July 24, 2003

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

**RE:   OUTSOURCE USA, INC.**

Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Upon filing should you determine that this corporation's name is too similar to that of an existing corporation, please call this office collect before returning the enclosed documents.

Also enclosed, please find our check in the amount of \$78.75 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	8.75

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOC., P.L.

By: \_\_\_\_\_

*Carrie Fagan*  
Carrie Fagan, Legal Assistant

Enclosures

EFFECTIVE DATE

7/23/03

ARTICLES OF INCORPORATION  
OF  
OUTSOURCE USA, INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Article I

*Name.* The name of this Corporation is Outsource USA, Inc.

Article II

*Principal Office.* The address of the principal office of the Corporation is 7421 W. Gulf to Lake Hwy., Crystal River FL 34429.

Article III

*Duration.* The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

*Purpose.* The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act.

Article V

*Capital Stock.* This Corporation is authorized to issue 1,000 shares of \$.001 par value common stock.

Article VI

*By-Laws.* The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

*Initial Registered Office and Agent.* The street address of the initial registered office of this Corporation is 7421 W. Gulf to Lake Hwy., Crystal River FL 34429, and the name of the initial registered agent of this Corporation is A. R. Venugopala Reddy.

Article VIII

*Initial Board of Directors.* The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the initial Director of this Corporation is A. R. Venugopala Reddy, 7421 W. Gulf to Lake Hwy., Crystal River FL 34429.

Article IX

*Incorporator.* The name and address of the person signing these Articles is A. R. Venugopala Reddy, 7421 W. Gulf to Lake Hwy., Crystal River FL 34429.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23<sup>rd</sup> day of July, 2003.

A. R. Venugopala Reddy  
A. R. VENUGOPALA REDDY  
Incorporator

STATE OF FLORIDA  
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of July, 2003, by A. R. Venugopala Reddy who is personally known to me or who has produced Florida Driver License R300-018-53-137-D as identification, and who says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 23<sup>rd</sup> day of July, 2003.

(SEAL)



Darlene O'Berry  
My Commission DD047030  
Expires August 01 2005

Darlene O'Berry  
Notary Public  
Darlene O'Berry  
Printed Name  
My Commission Expires: Aug. 1, 2005

ACCEPTANCE BY REGISTERED AGENT

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

DATED this 23<sup>rd</sup> day of July, 2003.

A. R. Venugopala Reddy  
A. R. VENUGOPALA REDDY  
Registered Agent