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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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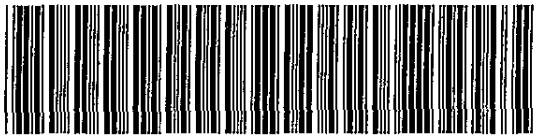
(Business Entity Name)

(Document Number)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
05 JUN -7 PM 3:49

MRS 6/8

ANGEL J. AGOSTINI, C.P.A.

Certified Public Accountant
1320 N. Semoran Blvd. ~ Orlando, FL 32807-3500 ~ Suite 106
Phone: (407) 249-1717 ~ Fax: (407) 249-1717

TRANSMITTAL LETTER

June 1, 2005

Date

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

SUBJECT: PRO STAFF MANAGEMENT SOLUTIONS, INC.
(Proposed corporate name – must include suffix)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$ _____
Filing Fee,
Certified Copy
& Certificate

From: ANGEL J. AGOSTINI, C.P.A.
Name

1320 N. SEMORAN BLVD. STE. 106
Address

ORLANDO, FL 32807-3552
City, State & Zip

(407) 249-1717
Daytime Telephone number

ARTICLES OF INCORPORATION

FOR

PRO STAFF MANAGEMENT SOLUTIONS, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 JUN -7 PM 3:49

The undersigned, acting as Incorporator of a corporation pursuant to chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I ~ NAME:

The name of the corporation shall be:

PRO STAFF MANAGEMENT SOLUTIONS, INC.

ARTICLE II ~ DURATION:

This corporation shall have perpetual existence commencing on the date of the Articles with the Florida Department of State.

ARTICLE III ~ PURPOSE(S):

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the United States, Chapter 607, (Florida Statutes), or any other State, Country or Territory or Nation, also to engage in personnel search and consulting services for the State of Florida and all U.S. territories.

ARTICLE IV ~ INITIAL OFFICE:

The mailing address shall be:

4409 HOFFNER AVE. # 301
ORLANDO, FL 32812

The principal place of business shall be:

4409 HOFFNER AVE. # 301
ORLANDO, FL 32812

ARTICLE V ~ INITIAL REGISTERED AGENT AND ADDRESS:

The name and Florida street address of the initial registered agent is:

JUAN C. DALY
4409 HOFFNER AVE. # 301
ORLANDO, FL 32812

ARTICLES OF INCORPORATION

FOR

PRO STAFF MANAGEMENT SOLUTIONS, INC.

(Continued)

ARTICLE VI ~ CAPITAL STOCK:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of One Dollar (\$1.00) par value, common stock, which shall be designated as "Common Shares".

ARTICLE VII ~ PRE-EMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII ~ INITIAL BOARD OF DIRECTORS & INCORPORATORS:

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than one director. The name and address of the initial Director and the Incorporator signing these papers is:

PRESIDENT-TREAS.-SECR.:

JUAN C. DALY
4409 HOFFNER AVE. # 301
Orlando, FL 32812


Signature/Incorporator

-June 1, 2005
Date

ARTICLE IX ~ INDEMNIFICATION:

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

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOR

05 JUN -7 PM 3:49

PRO STAFF MANAGEMENT SOLUTIONS, INC.

(Continued)

ARTICLE X ~ AMENDMENTS:

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and the Stockholders.

ARTICLE XI ~ SPECIAL PROVISIONS:

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to be taken by the appropriate officer to accomplish compliance.

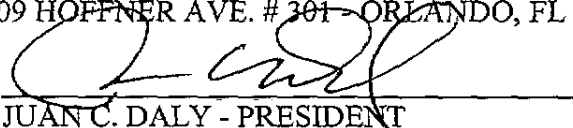
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the state of Florida.

1. The name of the corporation is: PRO STAFF MANAGEMENT SOLUTIONS, INC.

2. The name and address of the registered agent and office is:

JUAN C. DALY - 4409 HOFFNER AVE. # 301 - ORLANDO, FL 32812

SIGNATURE: 
TITLE: JUAN C. DALY - PRESIDENT
DATE: June 1, 2005

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 
JUAN C. DALY

Date: June 1, 2005