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FLORIDA PROFIT/NON PROFIT CORPORATION

Predictive Staffing, Inc.

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Corporate Filing Menu

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**Articles of Incorporation
of
Predictive Staffing, Inc.**

The undersigned does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation for profit under the laws of the State of Florida:

ARTICLE I

Corporate Name

The name of this corporation is: Predictive Staffing, Inc.

ARTICLE II

Mailing Address

The initial mailing address and street address of the corporation is: c/o Gary D. Lipson, Esq., 390 North Orange Avenue, Suite 1500, Orlando, Florida 32801.

ARTICLE III

Capital Stock

The total number of shares of capital stock which this corporation shall have the authority to issue is One Hundred Million (100,000,000) shares of Common Stock having a par value of \$.0001 per share.

Upon the effectiveness of any "combination," as such term is defined in Section 607.10025(1) of the Florida Business Corporation Act, the authorized shares of the classes or series affected by the combination shall not be reduced or otherwise affected by the percentage by which the issued shares of such class or series were reduced as a result of the combination.

ARTICLE IV

Board of Directors

The business and affairs of the corporation shall be managed by or under the direction of a Board of Directors consisting of not less than one nor more than fifteen persons. The exact number of directors within the minimum and maximum limitations specified in the preceding sentence shall be fixed from time to time by the Board of Directors pursuant to a resolution

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adopted by a majority of the entire Board of Directors. At the 2007 Annual Meeting of Shareholders, the directors shall be divided into three classes, as nearly equal in number as possible, with the term of office of the first class to expire at the 2008 Annual Meeting of Shareholders, the term of office of the second class to expire at the 2009 Annual Meeting of Shareholders and the term of office of the third class to expire at the 2010 Annual Meeting of Shareholders. At each Annual Meeting of Shareholders following such initial classification and election, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding Annual Meeting of Shareholders after their election.

Newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled by a majority vote of the directors then in office, and the directors so chosen shall hold office for a term expiring at the Annual Meeting of Shareholders at which the term of the class to which they have been elected expires. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

ARTICLE V

Registered Agent and Registered Office in Florida

The initial registered agent and the street address of the initial registered office of the corporation in the State of Florida shall be: Gary D. Lipson, Esq., 390 North Orange Avenue, Suite 1500, Orlando, Florida 32801.

ARTICLE VI

Incorporator

The name of the person signing these Articles of Incorporation as the sole incorporator is Gary D. Lipson and his address is 390 North Orange Avenue, Suite 1500, Orlando, Florida 32801.

ARTICLE VII

Indemnification

This corporation shall indemnify and hold harmless each and every one of its directors, officers, employees, attorneys and agents to the fullest extent permitted by the laws of the State of Florida.

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ARTICLE VIII

Affiliated Transactions

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as in effect on the date hereof and as amended from time to time, relating to affiliated transactions.

ARTICLE IX

Control Share Acquisitions

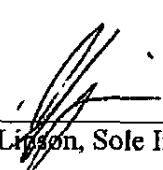
This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as in effect on the date hereof and as amended from time to time, relating to control share acquisitions.

ARTICLE X

Amendment

The corporation reserves the right to amend, alter, change or repeal any provision contained these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on the shareholders of the corporation hereunder are granted subject to this reservation. Notwithstanding the immediately preceding sentence of this Article X, the provisions of Article IV, Article VII and Article X of these Articles of Incorporation may not be amended, altered, changed or repealed in any respect unless such amendment, alteration, change or repeal is approved by the affirmative vote of the holders of not less than two-thirds of the voting power of all of the shares of the corporation entitled to vote for the election of directors.

IN WITNESS WHEREOF, the undersigned sole incorporator has executed these Articles of Incorporation on March 22, 2007.



Gary D. Lison, Sole Incorporator

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Acceptance of Registered Agent

The undersigned, named as the registered agent in Article V of the foregoing Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.0505 thereof.

IN WITNESS WHEREOF, the undersigned registered agent has executed this instrument on March 22, 2007.



Gary D. Lipson, Registered Agent

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