

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

**CSC networks**

MAIL TO:  
P.O. Box 5828  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 527970 82150A

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ 122.50

ORDER DATE : January 20, 1995

ORDER TIME : 9:55 AM

ORDER NO. : 527970

100001385741

CUSTOMER NO: 82150A

CUSTOMER: Mr. Richard Mcphie  
XL CORPORATE SERVICES

62 White Street

New York, NY 10013

DOMESTIC FILING

*P95000005327*

NAME: S & G PERSONNEL INC.

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

*Th*  
1-20-95  
02/A

FILED  
95 JAN 20 PM 2:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 JAN 20 PM 11:21

ARTICLES OF INCORPORATION  
OF  
S & G PERSONNEL INC.

FILED  
95 JAN 20 PM 2 11  
SECRET  
TALLAHASSEE, FLORIDA

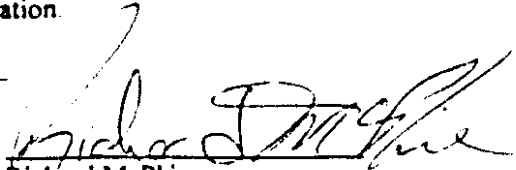
The undersigned sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV,

Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is S & G PERSONNEL INC.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 1000 shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 4435 Old Winter Garden Road, Orlando FL 32811, and the name of its initial registered agent at such address is XL CORPORATE SERVICES, INC.
6. The number of directors constituting the initial board of directors is one (1) and the name and address of each person who is to serve as a member thereof is as follows:  
Dan? Stamler  
114 Taymil Road  
New Rochelle NY 11804
7. The name and address of the sole incorporator is:  
Richard McPhie  
c/o XL CORPORATE SERVICES, INC.  
62 White Street  
New York NY 10013

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Date: 1/16/95

  
Richard McPhie  
Sole Incorporator

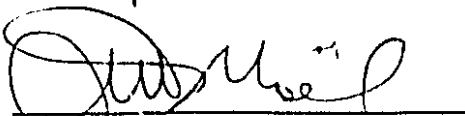
**STATE OF NEW YORK**

**COUNTY OF NEW YORK**

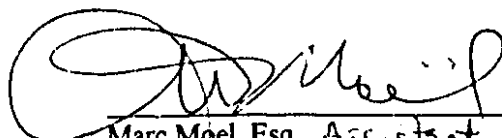
**I HEREBY CERTIFY**, that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared to me, known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that subscribed to those Articles of Incorporation.

**WITNESS** my hand and official seal in the county and state named above this 16<sup>th</sup> day of January 1995

MARC D. MOEL  
Notary Public, State of New York  
No. 31-495498D  
Qualified in New York County  
Commission Expires August 28, 1995

  
Notary Public

I, the undersigned, hereby accept appointment as Registered Agent of the above named corporation.

  
Marc Moel, Esq. Assistant Secretary  
c/o XL CORPORATE SERVICES, INC.  
Registered Agent