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ACE INDUSTRIES/PRINTING, INC.

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2/08/95

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

409 EAST GAINES STREET

MIAMI FL 33136-2890FL 33418-0000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PHILIPPINE PERSONNEL INTERNATIONAL, INC.

FAX AUDIT NUMBER: H95000001613

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**ARTICLES OF INCORPORATION
OF
PHILIPPINE PERSONNEL INTERNATIONAL, INC.**

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95 FEB - 8 PM 3:58
TALLAHASSEE, FLORIDA

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

I

The name of the corporation shall be **PHILIPPINE PERSONNEL INTERNATIONAL, INC.**

II

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

- A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.
- B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.
- C. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.
- D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right o vote according to the rights if said instruments and agreements.
- E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, any and all powers, either as principal, agent or broker, conferred by the Laws of

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ACE INDUSTRIES, INC.

54 NW 11th Avenue

Miami, FL 33136

305-350-2571

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which now or hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100,000 shares of no par value.

IV

The existence of this corporation shall be perpetual.

V

The principal office of this corporation shall be located at 145 N.E. 5th Street, Miami, Florida 33132.

VI

The Board of Directors of this corporation shall consist of not less than 1 and not more than 5 members.

VII

The names and addresses of the Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the Law of Florida, hold office for the first of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

CONCEPCION DALMACIO

405 N.W. 136 Street
North Miami, Florida 33168

VIII

The registered agent and the registered office for this corporation are:

MONROE DIXON, ESQ.

6419-B Bird Road
Miami, Florida 33155

IX

The officers of the corporation until the first meeting of the corporation's Board of Directors, or until successors are elected, shall be:

CONCEPCION DALMACIO

President

X

The name and street address of the incorporator to this Articles of Incorporation is:

CONCEPCION DALMACIO

405 N.W. 136 Street
North Miami, Florida 33168

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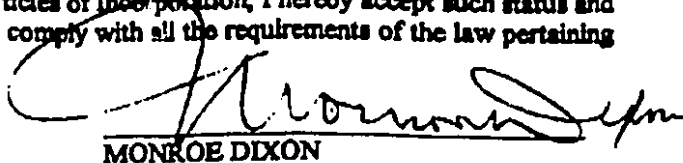
XI

This corporation shall initially be governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

XII

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


MONROE DIXON

IN WITNESS WHEREOF, I as sole incorporator have hereunto made, subscribed and acknowledged these Articles of Incorporation.


CONCEPCION DALMACIO

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STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state aforesaid and in the County aforesaid to take acknowledgements, personally appeared CONCEPCION DALMACIO, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form of identification of the above named persons: personally known and that an oath (was) (was not) taken.

Notary Rubber Stamp Seal

Witness my hand and official seal in the County and State last aforesaid this 2th day of February, 1995.

Linda Cochrane
Notary Signature

Linda Cochrane
Printed Notary Name

Personally known X or I. D. provided _____

Type of I.D. provided _____

My Commission Expires:



LINDA COCHRANE
State of Florida
My Comm. Exp. Dec. 20, 1998
Comm. # CC 170088

TALLAHASSEE, FLORIDA

95 FEB -8 PM 3:58

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LAW OFFICE

MONROE DIXON

6419-D BIRD ROAD (S.W. 40TH STREET)
MIAMI, FLORIDA 33155

MONROE DIXON

SCOTT B. RAMO

TELEPHONE (305) 665-1144
FACSIMILE (305) 665-1145

July 7, 1995

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*****35.00 *****35.00

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

RE: P95000010817 - Philippine Personnel International, Inc.

Gentlemen:

Enclosed please find the following:

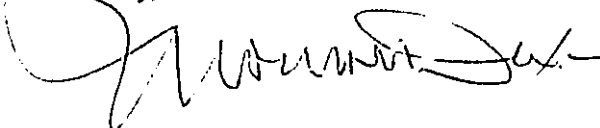
1. Original and one copy of Article of Amendment of Philippine Personnel International, Inc.;
2. Check in the amount of \$35 representing filing fee for the above.

Kindly review and, if satisfactory, please process, returning conformed copy to the undersigned.

Should you require anything further to accomplish the requested name change, please advise.

Thank you for your assistance in this matter.

Yours truly,



MONROE DIXON

/lc

Encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 10 AM 11:27

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE OF AMENDMENT OF
PHILIPPINE PERSONNEL INTERNATIONAL, INC. 95 JUL 10 AM 11:27

The undersigned, CONCEPCION DALMACIO, as President and RESTITUTO TARDEO, JR., as Vice President and Secretary, as officers of Philippine Personnel International, Inc., do hereby certify:

1. That as of June 26, 1995 the Board of Directors of this corporation passed the following resolution:

RESOLVED, that this Board of Directors recommend that the name of this corporation be changed to PROFESSIONAL PLACEMENT INTERNATIONAL, INC., and that the Board of Directors direct that the said name change be submitted to the vote of shareholders of the corporation.

2. That thereafter on the 26th day of June, 1995, at a duly held meeting of the shareholders of the corporation, the following resolution was unanimously adopted:

RESOLVED, that the name of the Corporation, PHILIPPINE PERSONNEL INTERNATIONAL, INC. be and is hereby amended and changed to PROFESSIONAL PLACEMENT INTERNATIONAL, INC.

Concepcion Dalmacio
CONCEPCION DALMACIO, President

Restituto L. Tardeo
RESTITUTO L. TARDEO, Vice President,
and Secretary

SWORN TO AND SUBSCRIBED before me this 27th day of June,
1995.

Linda Cochran
Notary Public

My Commission Expires



LINDA COCHRAN
State of Florida
My Comm. Exp. Dec. 25, 1995
Comm. # CC 170639