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April 13, 1995

IN REPLY PLEASE
REFER TO FILE

95340/J

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

0000001463110
04/24/95--01046--008
*****70.00 *****70.00

Re: Incorporation of Personnel Staffing, Inc. of Florida

Dear Sir/Madam:

ENCLOSURES:

1. Original and one copy of the Articles of Incorporation of Personnel Staffing, Inc. of Florida;
2. Langdale, Vallotton & Linahan check dated April 13, 1995, made payable to Florida Secretary of State's Office in the sum of \$70.00; and
3. Stamped, self-addressed return envelope.

Please find enclosed herewith the above-noted documents which are being submitted to you for proper filing with your office. Please stamp the enclosed copy as being filed with your office and return the same to me in the envelope provided. I am enclosing our firm's check in the sum of \$70.00 to cover the cost of having these documents filed with your office.

If anything further is needed, please do not hesitate to contact me. Thank you in advance for your assistance.

Very truly yours,

LANGDALE, VALLOTTON & LINAHAN

Joseph E. Vallotton

Joseph E. Vallotton

JEV/ktc
Enclosures

Be 4/26

55 APR 24 PM 3:58
TALLAHASSEE, FL 32314
FBI

ARTICLES OF INCORPORATION
OF
PERSONNEL STAFFING, INC. OF FLORIDA

The undersigned subscriber, a natural person competent to contract, hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of this Corporation shall be

PERSONNEL STAFFING, INC. OF FLORIDA

ARTICLE II.

NATURE OF BUSINESS

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

(a) To establish, operate and maintain a temporary staffing service and personnel agency.

(b) To acquire by purchase, gift, devise, bequest or otherwise to manufacture or construct, to own, use, hold and develop, to dispose of by sale, exchange or otherwise, to lease, mortgage, pledge, assign, and generally to deal in and with real and personal property of every sort and description, services, goodwill, franchises, inventions, patents, copyrights, trademarks, trade name and licenses, and interests of any sort in any such property.

(c) To enter into and perform contracts of every sort and description, with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency or agency of any of the foregoing.

(d) To issue, execute, deliver, endorse, buy, sell, draw, accept and discount notes, drafts, letters of credit, checks and other bills of exchange and other evidences of indebtedness.

(e) To borrow money, to lend money and extend credit, without limit in either case as to amount, in such amounts as the Board of Directors may from time to time determine; to guarantee and act as surety with respect to the debts of any other person, firm, association or corporation without regard to the interest of this Corporation in any debt so guaranteed or assured or in such other person, firm, association or corporation; and to secure any direct or contingent indebtedness of the Corporation by the execution and delivery of mortgages, pledges, assignments, transfers in trust or other instruments appropriate for encumbering any or all of the property of the Corporation, or any interest therein.

(f) To acquire, by purchase, merger or otherwise, all or any part of the goodwill, rights, property and business of any person, firm, association or corporation, in connection therewith to assume liabilities of any person, firm, association or corporation, and, in consideration of any such acquisition, to pay cash, to deliver stock, bonds, other securities, or property of any other kind.

(g) To issue, execute, deliver, guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, assign and otherwise deal in and with shares of capital stock, bonds, debentures, other evidences of indebtedness and any and all other securities of any description

created, issued or delivered by this Corporation, association, person or firm of the State of Florida or any other state or nation, and, while owner thereof, to exercise, to the extent permitted by law, all the rights, powers and privileges of ownership including, without limitation, the right to vote stock or other securities having voting rights as attributes.

(h) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any or all of the things hereinbefore set forth as principal, agent, or otherwise, either alone or in conjunction with others, in any part of the world.

(i) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

(j) The objects and purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

ARTICLE III.

STOCK

The authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock with no par value.

The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Stockholders shall have no pre-emptive rights. Stockholders may enter into agreements with the Corporation or with each other to control or

restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

ARTICLE IV.

CAPITAL

The amount of capital with which this Corporation shall begin business shall be not less than \$500.00.

ARTICLE V.

TERM OF CORPORATE EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI.

ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office of this Corporation in the State of Florida shall be 1400 East Baya Avenue, Lake City, Florida 32055. The Board of Directors may from time to time move the principal office to any other address in Florida and may establish branch and other offices within or without the State of Florida.

ARTICLE VII.

NUMBER OF DIRECTORS

The business of this Corporation shall be managed by the Board of Directors consisting of not fewer than two persons, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII.

FIRST BOARD OF DIRECTORS

The names and street addresses of the members of the Board of Directors, who shall hold office until the first annual meeting of stockholders, and thereafter until successors are elected, are as follows:

Name	Street Address
Giovanni Panizzi	998 Cypress Lake Drive Lake Park, GA 31636
Carolyn F. Panizzi	998 Cypress Lake Drive Lake Park, GA 31636

ARTICLE IX.

OFFICERS

The corporation shall have a President, a Secretary and a Treasurer, and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office except that the President may not also be the Secretary or an Assistant Secretary.

ARTICLE X.

BY-LAWS

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the stockholders or Directors in any manner permitted by the By-Laws.

ARTICLE XI.

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

(a) No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

- (1) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or
- (2) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or
- (3) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the stockholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

ARTICLE XII.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

(a) The Corporation hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

- (1) Whether civil, criminal, administrative, or investigative (other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or officer of the Corporation, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation), against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a

presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

- (2) By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director or officer of the Corporation, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

(b) The Board of Directors shall have the sole discretion to determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the

best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The foregoing rights of indemnification shall not be deemed to limit in anyway the powers of the Corporation to indemnify under applicable law.

ARTICLE XIII.

AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon stockholders hereunder are granted subject to this reservation.

ARTICLE XIV.

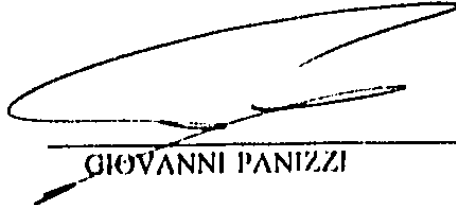
SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is as follows:

Name	Street Address
Giovanni Panizzi	998 Cypress Lake Drive Lake Park, GA 31636

SIGNATURES BEGIN ON FOLLOWING PAGE

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 18 day of April, 1995.




GIOVANNI PANIZZI (SEAL)

**STATE OF GEORGIA
COUNTY OF LOWNDES.**

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, GIOVANNI PANIZZI, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 18th day of April, 1995.

(SEAL)



NOTARY PUBLIC
My Commission Expires: Notary Public, Lowndes County, Georgia
My Commission Expires Jan. 18, 1999

***CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.***

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act;

That GIOVANNI PANIZZI desiring to organize under the laws of the State of Florida, has named LAURA M. WATERS, located at Route 11, Box 292-U, Lake City, Florida 32024, as its agent to accept service of process within this State.



LAURA M. WATERS

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



LAURA M. WATERS

95 APR 24 PM 3:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA