

P95000036660

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

EPT
DATE
6-1-1995

Re:

Gentlemen:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for the above referenced corporation. Please approve and file the original and certify the copy for our file.

Also enclosed is our check payable to your office in the amount of \$ ~~122.00~~ to cover the following charges:

Filing Fee	\$10.00	800000147750E
Charter Tax	\$10.00	-05/05/95--01104--009
Certified Copy of Articles	\$10.00	****122.50 ****122.50
Registered Agent's Certificate	\$10.00	
TOTAL	\$40.00 \$122.50	

If you have any questions or desire any additional information, please advise me.

Sincerely,

Jack Richard

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 MAY -5 PM 5:57

FILED

ARTICLES OF INCORPORATION

OF

Staffing Options, Inc.

The undersigned, acting as incorporator of _____
Staffing Options, Inc., under
the Florida General Corporation Act, adopts the following
Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

Staffing Options, Inc.

ARTICLE II. DURATION

This corporation shall have a perpetual existence
commencing on June 1, 1995.

ARTICLE III. PURPOSE

The general purpose or purposes for which the
corporation is organized are as follows:

(a) To engage in every aspect and phase of the
business of Employee Leasing Services

(b) To transact any and all other lawful business for
which a business may be incorporated under the Florida General
Corporation Act.

95 MAY -5 PM 5:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE IV. AUTHORIZED SHARES:

The maximum number of shares that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value of \$ N/A per share. The consideration to be paid for each share shall be as fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or service actually performed for the corporation with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 500 N. Westshore Blvd, Suite 605
Tampa, Florida 33609, and the name of the corporation's initial registered agent at that address is Ralph F. Campbell
The registered office and principal office are the same.

ARTICLE VI. INITIAL BOARD OF DIRECTORS:

The corporation shall have 2 initial Directors. The number of Directors may be either increased or diminished from time to time, as provided in the Bylaws, but shall never be less than one. The names and addresses of the initial Directors are:

(NAME)	Ralph F. Campbell
(Address)	2930 4th St. South
(City & State)	St. Petersburg, Florida 33705
	Jack Bichsel
	790 Hickory Lane
	Palm Harbor, Florida 34683

FILED
95 MAY -5 PM 5:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

95 MAY -5 PM 5:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. INCORPORATORS:

The name and address of the incorporator is:

Ralph P. Campbell

2930 4th St. South

St. Petersburg, Florida 33705

ARTICLE VIII. PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the part value thereof, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or lease thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or

instrumenta conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE IX. BYLAWS

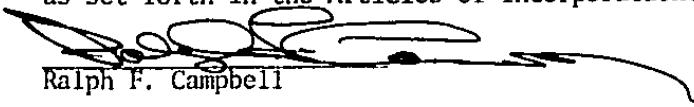
The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and Shareholders, except that the Board of Directors may not amend or repeal any Bylaw adopted by Shareholders if the Shareholders specifically provide such Bylaw is not subject to amendment or repeal by the Directors.


ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by the holders of a majority of the shares entitled to vote thereon or in such other manner as may be provided by law.

ARTICLE XI-ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I HEREBY ACCEPT the designation as Resident Agent of Staffing Options, Inc. as set forth in the Articles of Incorporation.


Ralph F. Campbell


Ralph F. Campbell, As Incorporated Agent

FILED
MAY -5 PM 5:57
CLERK OF STATE
TALLAHASSEE, FLORIDA

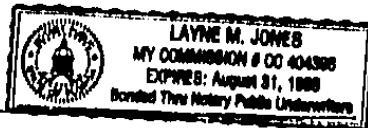
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally
appeared RALPH F. CAMPBELL, known to
me and known by me to be the person who executed the foregoing
Articles of Incorporation, and he acknowledged before me that he
subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and
County named above this 3rd day of May, 1945.

Layne M. Jones
Notary Public,

My Commission expires:



FILED
95 MAY -5 PM 5:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA