

KATZ, KUTTER, HAIGLER, ALDERMAN, MARKS, BRYANT & YON

P95000058315

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BILL L. BRYANT, JR.
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J. RILEY DAVIS
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PAUL R. EZATOFF
WILLIAM M. FURLOW
MITCHELL B. HAIGLER
DAVID P. HEALY
EDWARD S. JAFFRY
MARK E. KAPLAN
ALLAN J. KATZ
EDWARD L. KUTTER
RICHARD P. LEE
JOHN C. LOVETT
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JOHN R. MARKS, III

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DAVID A. YON
PAUL A. ZEIGLER

OF COUNSEL:
PATRICK F. MAHONEY
CRAIG A. MEYER

GOVERNMENTAL CONSULTANTS:
MONICA A. LABSETER
PAT GRIFFITH O'CONNELL
E. CLINT BRAWLEY
GERALD C. WESTER
(NOT AN ATTORNEY)

EXECUTIVE DIRECTOR
J. ANDREW KELLER, III, C.P.A.

June 21, 1995

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Via Hand Delivery

600001519736
-06/21/95--01072--007
****131.25

RE: Southern Staffing, Inc. - Articles of Incorporation

Dear Division of Corporations:

Enclosed for filing please find an original and two copies of the Articles of Incorporation of Southern Staffing, Inc.

Please file these Articles, certify one copy, stamp the other copy "Filed," and provide a certificate of good standing, and return the certified and stamped copies and the certificate of good standing to the undersigned.

I have enclosed a check in the amount of \$131.25 for the filing and certification fees. Our messenger will wait for the certified and stamped Articles and certificate of good standing.

Please call me if you have any questions or require additional information. Thank you for your assistance in this matter.

Very truly yours,

Jessica J. Ferreri
Assistant to Paul A. Zeigler

5 CHESSEY JUL 27 1995

Enclosures

Philp
2:30

595 3 5847
FW-12670
502

FILED
1995 JUL 28 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 21, 1995

KATZ KUTTER LAW FIRM
P O BOX 1877
TALLAHASSEE, FL 32301

SUBJECT: SOUTHERN STAFFING, INC.
Ref. Number: W95000012670

FILED
1995 JUL 28 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for SOUTHERN STAFFING, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please provide complete business street addresses for the directors, officers and incorporators.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 195A00030508

Will wait

**ARTICLES OF INCORPORATION
OF
SOUTH ATLANTIC MANAGEMENT & CONSULTING, INC.**

The undersigned Incorporator hereby files these Articles of Incorporation for a corporation (the "Corporation") under the laws of the State of Florida.

FILED
1995 JUN 28 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
Name and Address**

The name of the Corporation shall be South Atlantic Management & Consulting, Inc. The principal office of the Corporation is located at 1095 Shotgun Road, Sunrise, Florida 33326.

**ARTICLE II
Nature of Business**

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida.

**ARTICLE III
Stock**

The authorized capital stock of the Corporation shall consist of 1,000 shares of a single class of Common Stock with par value of one dollar (\$1.00) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV
Preemptive Rights**

The Corporation elects to have preemptive rights as follows:

A. The shareholders of the Corporation shall have a preemptive right, granted on uniform terms and conditions prescribed by the Board of Directors to provide a fair and reasonable opportunity to exercise the right to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue them.

B. A shareholder may waive his preemptive right. A waiver evidenced by a writing is irrevocable whether or not supported by consideration.

C. The Corporation specifically elects to have preemptive rights with respect to:

1. Shares issued as compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;

2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;

3. Shares authorized in these Articles of Incorporation that are issued within six months from the effective date of incorporation; and

4. Shares issued otherwise than for money.

D. Holders of shares of any class or series without general voting rights but with preferential rights to distributions or assets shall have no preemptive rights with respect to shares of any class.

E. Holders of shares of any class or series with general voting rights but without preferential rights to distributions or assets have no preemptive rights with respect to shares of any class with preferential rights to distributions or assets unless the shares with preferential rights are convertible into or carry a right to subscribe for or acquire shares without preferential rights.

F. Shares subject to preemptive rights that are not acquired by shareholders may be issued to any person for a period of one year after being offered to shareholders at a consideration set by the Board of Directors that is not lower than the consideration set for the exercise of preemptive rights. An offer at a lower consideration or after the expiration of one year is subject to the shareholders' preemptive rights.

ARTICLE V **Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:

Brian M. Nugent
106 E. College Ave., Suite 1200
Tallahassee, Florida 32301

ARTICLE VI
Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII
Address of Registered Office and Registered Agent

The address of the initial registered office of the Corporation in the State of Florida shall be 106 E. College Ave., Suite 1200, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the above address is Brian M. Nugent. The Board of Directors may from time to time change the registered office to any other address in the State of Florida and change the registered agent.

ARTICLE VIII
Board of Directors

A. The business of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) or more than seven (7) Directors. The Board shall initially have six (6) seats. The size of the Board may be altered only by an affirmative vote of at least eighty-two and one-half percent (82.5%) of the outstanding shares of voting stock of the Corporation, either by amendment to these Articles or amendment of the Bylaws.

B. The shareholders of the Corporation may, in any manner permitted by Section 607.0732, Florida Statutes, as from time to time amended, enter into and adopt one or more agreements of the types described therein, including without limitation reserving to action of the shareholders matters that would otherwise be committed to the discretion or authority of the Board of Directors and requiring that corporate actions be authorized, approved, or taken by more than a simple majority (one-half plus one) of the shareholders or the Board of Directors, as appropriate.

ARTICLE IX
Initial Directors

The initial Directors of the Corporation shall be:

Richard F. Hermanns
1095 Shotgun Road
Sunrise, FL 33326

James S. Willocks
1095 Shotgun Road
Sunrise, FL 33326

Walter Escarzaga
1095 Shotgun Road
Sunrise, FL 33326

Daniel B. McAnnar
1095 Shotgun Road
Sunrise, FL 33326

Louis E. Soscia
1095 Shotgun Road
Sunrise, FL 33326

Walter J. McNamara
1095 Shotgun Road
Sunrise, FL 33326

ARTICLE X Officers

The Corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office.

ARTICLE XI Transactions In Which Directors Or Officers Are Interested

A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

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 thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

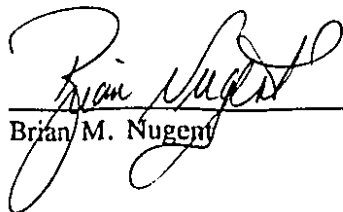
ARTICLE XII
Indemnification of Directors and Officers

The Corporation may indemnify, and may insure, its directors and officers to the fullest extent permitted by applicable Florida law.

ARTICLE XIII
Amendment

These Articles of Incorporation may be amended only by an affirmative vote of at least eight-two and one-half percent (82.5%) of all outstanding shares of voting stock of the Corporation, unless the vote of a larger majority is required by applicable law or by an agreement of the nature referred to in Article VIII, Section B of these Articles.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his hand and seal this 26 day of July, 1995.



Brian M. Nugent

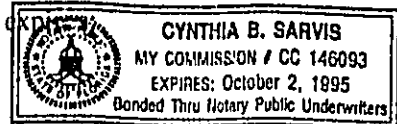
STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Brian M. Nugent, for the purposes of lawfully executing these Articles of Incorporation, who is personally known to me or who has produced a Florida's driver's license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 28TH day of July, 1995.

Cynthia B. Sarvis
NOTARY PUBLIC

My commission



**SOUTH ATLANTIC MANAGEMENT & CONSULTING, INC.
CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

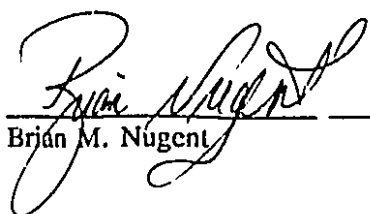
In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

South Atlantic Management & Consulting, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301, as its initial Registered Office and has named Brian M. Nugent located at said address as its initial Registered Agent.

Brian M. Nugent
Brian M. Nugent
Incorporator


ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for South Atlantic Management & Consulting, Inc. at the place designated in its Articles of Incorporation, the undersigned, Brian M. Nugent, agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.


Brian M. Nugent

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Acceptance of Registered Agent for South Atlantic Management & Consulting, Inc. was acknowledged before me this 28th day of July, 1995, by Brian M. Nugent, who is personally known to me or who has produced a Florida's driver's license as identification and who did not take an oath.


Cynthia B. Sarvis
Notary Public
My Commission Expires:



FILED
JUL 28 AM 10:09
1995
CLERK OF STATE
TALLAHASSEE, FLORIDA