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FLORIDA DIVISION OF CORPORATIONS

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TALLAHASSEE, FL 32399 CONTRACT: JOHNNY C RODRIGUEZ
FAX: (904) 922-4000 PHONE: (305) 672-0686
FAX: (305) 672-9110
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: OUTSOURCE SOLUTIONS INC.
FAX AUDIT NUMBER: H95000008747 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/09/1995 TIME REQUESTED: 11:48:26
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1
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88-1111 6-011595
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Articles of Incorporation
of
Outsource Solutions Inc.

Article I. Name

The name of this Florida corporation is:

Outsource Solutions Inc.

Article II. Address

The mailing address of the Corporation is:

Outsource Solutions Inc.
335 Lake Crest Court
Ft. Lauderdale, FL 33326

Article III. Capital Stock

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Jose A. Rodriguez
Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Blvd., Suite 202
Coral Gables, FL 33134

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

Jose A. Rodriguez FL Bar Member 989444
Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Blvd., Suite 202
Coral Gables, FL 33134
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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Ellen B. Rodney

Article VI. Incorporator

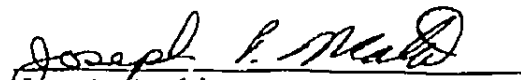
The name and address of the incorporator is:

Jose A. Rodriguez
Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Blvd., Suite 202
Coral Gables, FL 33134

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of August 9, 1995

The undersigned incorporator executed these Articles of Incorporation on the date first set forth below.


Jose A. Rodriguez
by: Joseph P. Mata as attorney-in-fact

Date: August 9, 1995

Jose A. Rodriguez FL Bar Member 989444
Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Blvd., Suite 202
Coral Gables, FL 33134
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COMP CREATIONS

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

CORPORATION:
Outsource Solutions Inc.

REGISTERED AGENT:
Jose A. Rodriguez
Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Blvd., Suite 202
Coral Gables, FL 33134

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Jose A. Rodriguez

by: Joseph P. Mata as attorney-in-fact

Date: August 9, 1995

Jose A. Rodriguez FL Bar Member 989444
Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Blvd., Suite 202
Coral Gables, FL 33134
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