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KURT A. STREYFFELER, P.A.

3410 MARINADOWN LANE, N.W.
SUITE 205
NORTH FORT MYERS, FLORIDA 33903

KURT A. STREYFFELER
ATTORNEY AT LAW

August 10, 1995

TELEPHONE NUMBER
(813) 656-4444

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

EFFECTIVE DATE
8-10-95

RE: ARTICLES OF INCORPORATION OF ALL PRO PERSONNEL, INC.

To Whom It May Concern:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for ALL PRO PERSONNEL, INC. Please approve and file the original and certify the copy.

We are enclosing a check made payable to the Secretary of State for charges as follows:

Filing Fee.....	\$35.00
Certified Copy.....	\$52.50
Designation of Registered Agent Filing Fee.....	\$35.00

TOTAL..... \$122.50

Thank you for your assistance in this matter. Please contact me if you have any questions or comments.

Sincerely yours,

Kurt A. Streyffeler

FILED

95 AUG 17 PM 3:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KAS:pw
Enclosures

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8-17-95

**Articles of Incorporation
of
All Pro Personnel, Inc.**

FILED
95 AUG 17 PM 3: 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

EFFECTIVE DATE
8-10-95

The name of this corporation is ALL PRO PERSONNEL, INC.

ARTICLE II - DURATION

The existence of this corporation is to begin at the time of subscription and acknowledgment of incorporation and to continue perpetually thereafter.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act, as now exist or may hereafter be amended. This corporation may engage in each and every aspect of temporary and permanent personnel services (but, only through its officers, employees and agents who are legally authorized to render such services); and, engage in any and every other activity permitted, from time to time, for a corporation so formed to engage in.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors, and may take the form of services rendered, cash, property or any form with a value, in the judgment

of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PRINCIPAL OFFICE AND CORPORATE MAILING ADDRESS

The street address of the corporation's principal office is 16520 S. Oleander Drive, Fort Myers, Florida 33908. The Board of Directors may from time to time move the principal office to any other address within or without Florida, and may establish branch offices in such other place or places as may be designated by the Board of Directors. The corporation's mailing address is 16520 S. Oleander Drive, Fort Myers, Florida 33908.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is 16520 S. Oleander Drive, Fort Myers, Florida 33908. The name of the initial registered agent of this corporation at that address is LORI LUPSKI.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors, initially, constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time in the manner provided in the bylaws; however, there shall never be less than one Director nor more than five. The name and street address of the members of the initial Board of Directors of the corporation are: (1) LORI LUPSKI, 16520 S. Oleander Drive, Fort Myers, Florida 33908; (2) ELEANOR PHILLIPS, 3555 Central Avenue, Fort Myers, Florida 33901; and (3) XUCHYS PEREZ, 15451 S.W. 86th Terrace, Miami, Florida 33193. Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transactions of this corporation with any person or persons, firm or other corporation shall be affected or invalidated by the fact that any director or directors, or officer or officers, or this corporation is a party or are parties to, or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or other corporation.

ARTICLE XI - AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and all rights conferred on shareholders herein are granted and subject to this reservation. Each amendment submitted to the shareholders for approval shall be approved by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I, the undersigned subscriber, have hereunto set my hand and seal this 10 day of August, 1995, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida, these Articles of

ARTICLE VIII - DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the Directors as directors and as officers, to restrict the transfer of stock by shareholders, to indemnify directors, officers, employees, agents, and any other persons against liabilities to the full extent permitted by law, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any bylaws that may be adopted by the shareholders.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is LORI LUPSKI, 16520 S. Oleander Drive, Fort Myers, Florida 33908. The Subscriber of these Articles of Incorporation hereby assigns to this corporation his rights to constitute a corporation and assigns to those persons designated by the Board of Directors any rights he may have as subscriber to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE X - CONTRACTS AND OTHER TRANSACTIONS

No contract or other transaction between this corporation and any other corporation, whether or not a majority of the capital stock of the same shall be owned by this corporation, shall be affected or invalidated by reason of the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers, of such other

Incorporation, and certify that the facts herein stated are true and correct.

Lori Lupski
LORI LUPSKI
Subscriber

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.

Lori Lupski
LORI LUPSKI

STATE OF FLORIDA)
COUNTY OF LEE) S

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgements in the State and County set forth above, personally appeared LORI LUPSKI, known to be and known by me to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.


IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 10th day of August, 1995.

Kurt Streyffeler
NOTARY PUBLIC

[SEAL]



PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

<p>APPLICATION FOR REINSTATEMENT</p> <div style="text-align: center;">  </div> <p>FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS</p>		<p style="text-align: center;">APPROVED AND FILED</p> <p style="text-align: center;">95 OCT 11 AM 8:02</p> <p style="text-align: center;">SECRETARY OF STATE TALLAHASSEE, FLORIDA</p>																													
<p>DOCUMENT # P95000063688</p>																															
<p>1 Corporation Name ALL Pro Personnel Inc.</p>																															
<p>Principal Place of Business</p>		<p>Mailing Address 16520 S. Oleander Dr. Ft. Myers, FL 33908</p>																													
<p><small>If above addresses are incorrect in any way, line through incorrect information and enter correction below</small></p>																															
<p>2 New Principal Office Address, if Applicable Lori Lupski</p>		<p>3 New Mailing Address, if Applicable</p>																													
<p>Suite, Apt. #, etc.</p>		<p>Suite, Apt. #, etc.</p>																													
<p>City & State</p>		<p>City & State</p>																													
<p>Zip</p>	<p>Country</p>	<p>Zip</p>	<p>Country</p>																												
<p>4 Date Incorporated or Qualified To Do Business in Florida 8/10/95</p>		<p>5 FEI Number</p>																													
<p>6 CERTIFICATE OF STATUS DESIRED <input type="checkbox"/> \$8.75 Additional Fee required for a Certificate of Status</p>		<p>7</p>																													
<p>Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">1 Title(s)</th> <th style="width: 30%;">2 Name of Officers and/or Directors</th> <th style="width: 30%;">3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)</th> <th style="width: 30%;">4 City / State / Zip</th> </tr> </thead> <tbody> <tr> <td>Secy</td> <td>Lori Lupski</td> <td>16520 S. Oleander Dr.</td> <td>Ft. Myers FL 33908</td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>				1 Title(s)	2 Name of Officers and/or Directors	3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4 City / State / Zip	Secy	Lori Lupski	16520 S. Oleander Dr.	Ft. Myers FL 33908																				
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Secy	Lori Lupski	16520 S. Oleander Dr.	Ft. Myers FL 33908																												
<p>8. Name and Address of Current Registered Agent</p>		<p>9. Name and Address of New Registered Agent</p>																													
<p>Lori Lupski 16520 S. Oleander Dr. Ft. Myers FL 33908</p>		<p>Name</p>																													
<p>Street Address (P.O. Box Number is Not Acceptable)</p>		<p>Street Address (P.O. Box Number is Not Acceptable)</p>																													
<p>Suite, Apt. #, Etc.</p>		<p>Suite, Apt. #, Etc.</p>																													
<p>City</p>		<p>City</p>																													
<p>State</p>		<p>State</p>																													
<p>Zip Code</p>		<p>Zip Code</p>																													
<p>10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.</p>																															
<p>Signature of Registered Agent <i>Lori Lupski</i></p>		<p>Date <i>10/9/96</i></p>																													
<p style="text-align: center;">REGISTERED AGENT MUST SIGN</p>																															
<p>11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> (See other side for information on intangible tax.)</p>																															
<p>12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that I am an officer or director of the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., and that all fees owed by the corporation have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.</p>																															
<p>SIGNATURE: <i>Lori Lupski</i></p>		<p>Date: <i>10/9/96</i></p>																													
<p style="text-align: center;">SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</p>		<p style="text-align: center;">Daytime Phone # <i>936-1120</i></p>																													

CR2004 (12/95)