

P95000069789

Joel Dick, Esq.

1 SEP 1995

Department of State  
Division of Corporations

RE: ELITE STAFFING, INC.

500001578905  
-09/06/95--01085--022  
\*\*\*\*125.00 \*\*\*\*125.00

Dear Sir, Mdm:

I enclose an original and one copy of the Articles of Incorporation for the above proposed corporation.

Also enclosed are three checks in the amount of \$122.50 for each in payment of the required fees.

Please file the original articles and return the certified copies to me at the following address.

JOEL DICK, LAWYER  
POB 1867  
ORLANDO, FL.  
32802-1867

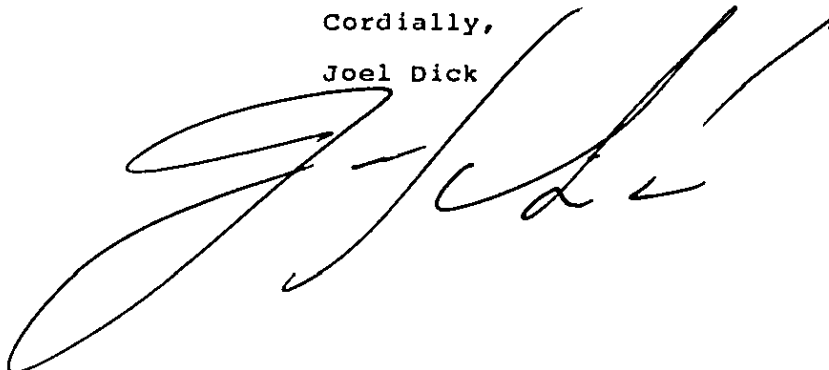
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STATE  
SECRETARY OF CORPORATIONS  
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Thanking you.

Cordially,

Joel Dick



ARTICLES OF INCORPORATION  
OF  
ELITE STAFFING, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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TO THE SECRETARY OF THE STATE OF FLORIDA:

We, the undersigned, each of whom is over the age of eighteen years, desiring to become a body corporate under and pursuant to the laws of the State of Florida, for the purpose hereinafter stated and set forth, do hereby file in the office of the Secretary of State this, our Certificate of Incorporation, in accordance with the laws of the State of Florida, and we do hereby set forth and certify as follows:

ARTICLE I

The name of the corporation shall be : ELITE STAFFING, INC.

ARTICLE II

The objects and purpose for which this corporation is formed are as follows:

(1) To generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.

(2) To purchase , lease, exchange in, or otherwise acquire real and personal property of all kinds, character and description, whether improved or unimproved, and any interest therein; to own, hold, control, maintain, manage and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate and control office building or buildings for use by the company on lands owned or held by the corporation; to lease or sublet, mortgage, exchange, assign, transfer, convey, pledge or otherwise alienate or dispose of any of such real and personal property and any interest therein.

(3) to purchase, or otherwise acquire, hold, exchange, pledge, hypothecate, sell, deal in and dispose of mortgages, liens, or other encumbrances covering any kind, character or description of real or personal property; to loan money secured by mortgages on real estate.

(4) To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures or other evidences of indebtedness and obligations and securities of any corporation, company, partnership, syndicate or person, or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing any interest in such stocks, bonds, notes, debentures, evidence of indebtedness, obligations or securities, to issue its own shares of stock, bonds, notes, debentures, evidence of indebtedness, obligations, securities, certificates purchased or acquired by it; and allow the owner or holder thereof to exercise all the rights of ownership with respect thereto.

(5) To make loans of money whether secured or unsecured, by endorsement or other collateral as may be permitted by law governing the conduct of the corporation.

(6) To borrow or raise monies for any of the purposes of the corporation and from time to time make, accept, endorse, execute, and issue promissory notes, drafts, evidence of indebtedness and agreements; to secure the payment thereof and the interest thereon and the performance thereof by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the assets of the corporation, whether at the time owned or thereafter acquired; and to sell, pledge, or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

(7) To enter into and make all necessary contracts and agreements for its business with any person, partnership, association or corporation or of any domestic or foreign state, government or governmental authority or any political or administrative subdivision or department thereof and to perform and carry out, assign, cancel or rescind any such contracts.

### ARTICLE III

The Corporation shall have perpetual existence.

### ARTICLE IV

The principal office of the corporation shall be located in the City of ORLANDO, ORANGE County, Florida, at 6300 EAST COLONIAL DRIVE, ORLANDO, FL. 32806, but the corporation shall have the right to establish and maintain other offices and places of business elsewhere and may transact its corporate business, including the meetings of its Board of Directors and Stockholders, wherever desired.

### ARTICLE V

The total authorized capital stock of the corporation shall be ONE THOUSAND (1000) shares of common stock with a par value of \$1.00 per share. When the common stock of the corporation is issued and paid for, the common stock so issued shall be stamped "FULLY PAID AND NON-ASSESSABLE."

### ARTICLE VI

The corporation shall commence business with not less than \$1000.00 of its capital stock fully paid in and issued.

#### ARTICLE VII

Pre-emptive rights. Except as may be otherwise provided by the Board of Directors, no holder of any shares of the stock of the corporation shall have any pre-emptive rights to purchase, subscribe for or otherwise acquire any shares of stock of the corporation, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

#### ARTICLE VIII

Stock rights and options. The Corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the corporation any shares of its capital stock, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be conclusive.

#### ARTICLE IX

The business of the corporation shall be conducted by the Board of Directors which shall consist of not less than 1 nor more than 5 members, the number to be determined by the stockholders at each annual meeting of the Stockholders.

#### ARTICLE X

The registered office of said corporation shall be located at 6300 East Colonial Drive, Orlando, FL 32806, and the registered agent at that office shall be VIREN PATEL.

The names and addresses of the Directors chosen for the first year and untill their successors are elected and qualified are as follows:

##### NAME

##### ADDRESS

VIREN PATEL

6300 EAST COLONIAL DRIVE  
ORLANDO, FL 32806

GARY WILLIAM KEYS

2343 SOUTH BUMBY #B  
ORLANDO, FL 32806

ARTICLE XI

The names and addresses of the officers chosen for the first year and until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
GARY WILLIAM KEYS PRESIDENT	2343 SOUTH BUMBY #B ORLANDO, FL 32806
VIREN PATEL TREASURER	6300 EAST COLONIAL DRIVE ORLANDO, FL 32806

ARTICLE XII

The name and post office address of the subscriber of the Articles of Incorporation and the number of shares therefor by that subscriber is as follows:

GARY WILLIAM KEYS - 500 SHARES  
2343 SOUTH BUMBY  
ORLANDO, FL #B 32806

VIREN PATEL & PRITY PATEL- 500 SHARES, as tenants by the entirities  
6300 EAST COLONIAL DRIVE  
ORLANDO, FL. 32807

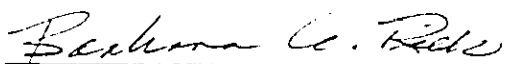
IN WITNESS WHEREOF, the undersigned has of this 1st day of September, 1995, made and subscribed these Articles of Incorporation for the purpose of forming a corporation pursuant to the laws of the State of Florida.

  
VIREN PATEL

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned Notary Public, personally appeared VIREN PATEL, to me well known to be the person described in and who executed the above and foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Orlando, Florida said County and State, this 1st day of September, 1995

  
NOTARY PUBLIC

My Commission expires:

IDENTIFICATION: FLA. DRIVERS  
LICENSE



BARBARA A RICK  
My Commission CC329218  
Expires Nov. 28, 1997  
Bonded by HAI  
800-422-1555

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:

FIRST - That ELITE STAFFING, INC. desiring to organize under  
the laws of the State of Florida with its principal office, as  
indicated in the Articles of Incorporation at the City of Orlando,  
County of Orange, State of Florida, has named VIREN PATEL, located  
at 6300 East Colonial Drive, Orlando, Florida 32807, as its agent to  
accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above  
stated corporation, at a 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.

By: 

VIREN PATEL

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 SEP -6 PM 3:49

Law Office Of  
Royce D. Pipkins

P.O. Box 162645

Montgomery, Alabama, FL 36116-2645

Telephone (205) 260-5165

Fax (205) 260-9789

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May 24, 1996

SECRETARY OF STATE  
Bureau of Corporate Records  
Amendments Section  
P. O. Box 6327  
Tallahassee, FL 32314

4000001344054  
-05/30/96--01027--016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Gentlemen:

Enclosed for filing please find two originals of Articles of Amendment to Articles of Incorporation of Elite Staffing, Inc., together with my check in the amount of \$35.00 which represents your filing fee.

Kindly return a filed copy of the foregoing to the undersigned.

Very truly yours,

  
Royce D. Pipkins

RDP:gl  
Encls.

APPROVED  
AND  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAY 23 AM 9:33

OK  
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NO  
5-28-96

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF

ELITE STAFFING, INC.

1. Article One of the Articles of Incorporation of Elite Staffing, Inc. is amended to read as follows:


ARTICLE ONE

NAME

The name of the corporation shall be M SEARCHER, INC.

2. The foregoing Amendment was adopted by unanimous consent by all the shareholders of this corporation on the 23<sup>rd</sup> day of May, 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on the 24<sup>th</sup> day of May, 1996.

  
GARY W. KEYS, President

  
VIREN PATEL, Secretary/Treasurer

STATE OF FLORIDA     )  
COUNTY OF SEMINOLE ) ss.:

BEFORE ME, the undersigned Notary Public, appeared persons personally known to me to be Gary W. Keys, as President and Viren Patel, as Secretary of Elite Staffing, Inc., who, upon oath, acknowledged before me that they are the President and Secretary of

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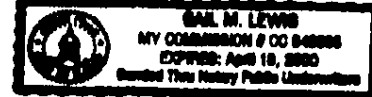
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FILED



the above-named corporation and that they executed the foregoing Articles of Amendment for the purposes stated therein and that they are duly authorized to execute the same.

WITNESS my hand and seal in the State and County aforesaid this 24th day of May, 1996.

Gail M. Lewis  
Print Name: Gail M. Lewis  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires:



APPROVED  
AND  
FILED

96 MAY 23 14 9:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA