



THE UNITED STATES
CORPORATION
COMPANY

P95000079521

ACCOUNT NO. : 072100000032

REFERENCE : 434177 4346980

AUTHORIZATION :

COST LIMIT : \$ 87.50

FILED
97 JUN 19 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Patricia Project

ORDER DATE : June 19, 1997

ORDER TIME : 9:45 AM

ORDER NO. : 434177-005

CUSTOMER NO: 4346980

CUSTOMER: Ms. Felicia M. Twardock
Kalish & Ward
Suite 4100
101 East Kennedy Boulevard
Tampa, FL 33602

*Amended
Restated
700002216987--7
Articles*

DOMESTIC AMENDMENT FILING

NAME: NATIONS STAFFING, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
☒ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: _____

RECEIVED
97 JUN 19 AM 11:27
DIVISION OF CORPORATION

**ARTICLES OF RESTATEMENT OF THE
ARTICLES OF INCORPORATION
OF
NATIONS STAFFING, INC.**

97 JUN 19 PM 3:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NATIONS STAFFING, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Florida on October 17, 1995.

2. Articles of Amendment of the Articles of Incorporation were filed by the Secretary of State of the State of Florida on January 26, 1996.

3. The amendments to the Articles of Incorporation of the Corporation being effected hereby and incorporated in the Restated Articles of Incorporation set forth below include the following:

Articles I, II, III, IV, V, VI and VII are hereby amended by deleting the present Articles I, II, III, IV, V, VI and VII in their entirety and substituting therefor the provisions set forth below in Articles 1, 2, 3, 4, 5, 6, 7, 8, and 9 of the Restated Articles of Incorporation.

4. The Restated Articles of Incorporation contain amendments to the Articles of Incorporation which require stockholder approval. The Amended and Restated Articles of Incorporation were approved by the written consent of a majority of the stockholders of the Corporation without the action of the board of directors, as of August 15, 1996.

5. Upon the filing of the Articles of Amendment of the Articles of Incorporation, each share of the presently issued and outstanding common stock of the Corporation, without the taking of any action by the holder thereof, shall remain one share of Common Stock.

6. The Restated Articles of Incorporation restate, integrate and amend, pursuant to the amendments herein, the provisions of the Corporation's Articles of Incorporation as currently in effect; and there is no discrepancy between the provisions of the Corporation's Articles of Incorporation, as amended hereby, and the provisions of the Restated Articles of Incorporation.

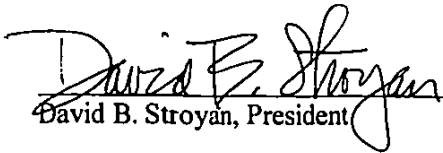
7. Upon the approval of the Restated Articles of Incorporation by the Secretary of State of the State of Florida and the payment of all fees required by the laws of the State of Florida, the Corporation's original Articles of Incorporation, as amended hereby, shall be superseded and

thenceforth, the Restated Articles of Incorporation as set forth herein shall be the Articles of Incorporation of the Corporation.

8. The attached constitutes the Restated Articles of Incorporation of the Corporation as approved by the stockholders of the Corporation.

NATIONS STAFFING, INC.

By:


David B. Stroyan, President

**RESTATED ARTICLES OF INCORPORATION
OF
NATIONS STAFFING, INC.**

ARTICLE 1.

Name

The name of this corporation shall be:

NATIONS STAFFING, INC.

ARTICLE 2.

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

11701 S. Belcher Road - Suite 116
Largo, Florida 33773

ARTICLE 3.

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE 4.

Registered Office and Registered Agent

The registered office of this corporation shall be located at 4100 Barnett Plaza, 101 East Kennedy Boulevard, Tampa, Florida 33602, and the registered agent of this corporation at such office shall be Charles H. Carver. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5.

Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6.

Purposes and Duration

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 7.

By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 8.

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

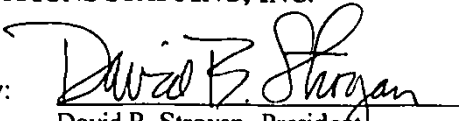
ARTICLE 9.

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, this corporation has caused these Restated Articles of Incorporation to be executed by its President this 16th day of June, 1997.

NATIONS STAFFING, INC.

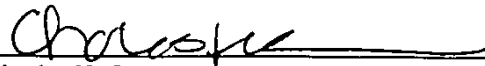
By: 
David B. Stroyan, President

NATIONS STAFFING, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Charles H. Carver, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Restated Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 24 day of June, 1997.


Charles H. Carver

FILED
97 JUN 19 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 25, 1997

U S APPEAL INC.
4080 HAMPSHIRE COURT
ALLENTOWN, PA 18104

SUBJECT: U S APPEAL INC.
Ref. Number: P95000081214

P95000081214

Our records indicate the registered agent for the above named corporation resigned on February 21, 1997 and that the corporation currently does not have a registered agent designated.

Chapter 607, Florida Statutes, requires this office to give 60 days notice of our intent to dissolve a corporation for failure to appoint and maintain a registered agent.

This letter is our notice of intent to dissolve the above named corporation 60 days from the date of this letter if a registered agent is not properly designated.

Enclosed is registered agent designation application for you to complete and return with a filing fee of \$35.

If you should need any further information, please contact our office at (904)-487-6050.

Carol Mustain
Corporate Specialist



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 8, 1997

U S APPEAL INC.
4080 HAMPSHIRE COURT
ALLENTOWN, PA 18104

SUBJECT: U S APPEAL INC.

Document #: P95000081214

Due to your failure to respond to our letter advising you of your corporation not maintaining a registered agent and giving you 60 days notice of our intent to dissolve the above corporation, this corporation is now administratively dissolved.

A Certificate of Dissolution is enclosed.

If you have any questions concerning this matter, please call (904) 487-6916.

Carol Mustain
Corporate Specialist
Amendment Section
Division of Corporations

Letter Number: 397A00024672

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for U S APPEAL INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of May 8, 1997 for failure to designate and maintain a registered agent, as required by law.

The document number of this corporation is P95000081214.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Eighth day of May, 1997



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State