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MARK A. MERGO  
12444 OLD COUNTRY ROAD  
WELLINGTON FL 33414

State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301

JANUARY 4, 1996

Dear Sirs:

Enclosed are the Articles of Incorporation for:  
CONTRACTORS STAFFING RESOURCE, INC.

700001681547  
-01/08/96--01057--007  
\*\*\*\*122.50 \*\*\*\*122.50

PLEASE PROCESS AND RETURN TO:

Mark A. Mergo  
12444 OLD COUNTRY ROAD  
WELLINGTON FL 33414

Thank you.

Sincerely,

Mark A. Mergo

FILED  
96 JAN -8 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Panda  
1-10-96

ARTICLES OF INCORPORATION  
OF  
CONTRACTORS STAFFING RESOURCE, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribed to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

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

and its initial post office address and its principal office for the conduct of business is:

12444 OLD COUNTRY ROAD  
WELLINGTON FLORIDA 33414

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

(a) TEMPORARY LABOR SERVICES

(b) Generally to make and perform contracts of any kind and description, and for the purpose of attaining any of the objectives of the corporation; to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do or exercise, and which now are or hereafter may be authorized by law, and generally to do and perform any and all things necessary or incident to the performing and the carrying out of the powers herein above specifically delegated or implied.

(c) The foregoing paragraphs shall be construed as enumerating the purposes, and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included, including the general powers set forth in Florida Statutes Annotated, Sections 607

ARTICLE III

The maximum shares of stock of this corporation which it is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock at ten cents (\$0.10) par value. Said capital stock shall be nonassessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

#### ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to the others.

#### ARTICLE V

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which may be altered from time to time by the Bylaws or this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, a Vice-President, Secretary, and Treasurer and any other officer as the Board of Directors may deem expedient. Any two or more offices except President and Secretary may be held by the same person.

#### ARTICLE VI

The corporation shall have TWO directors initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this corporation are:

Mark A. Mergo 12444 Old Country Road Wellington Florida 33414  
Gary M. Solender 5761 Upland Way West Palm Beach Florida 33417

#### ARTICLE VII

The name and address of the persons signing these articles are:

Mark A. Mergo 12444 Old Country Road Wellington Florida 33414  
Gary M. Solender 5761 Upland Way West Palm Beach Florida 33417

#### ARTICLE VIII

No contract, act, or transaction of this corporation with any person or persons, firm, or other corporation, in the absence of fraud or wrongdoing shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction, or in any way connected with such person, persons, firm, or corporation, and each person who may become a director of this corporation is hereby relieved from any liability that otherwise exist from thus contracting with this corporation in which he may be in anywise interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

#### ARTICLE IX

The street address of the initial registered office of this corporation is:

12444 Old Country Road Wellington Florida 33414  
and the name of the initial registered agent of this corporation at that address is:

Mark A. Mergo

**ARTICLE X**

These articles of incorporation of this corporation may be amended, changed, altered, or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 2nd day of January 1996.

  
SUBSCRIBER

  
SUBSCRIBER

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared:

Mark A. Mergo and Gary M. Solender

known to me and known by me to be the persons who executed the foregoing articles of incorporation, and they acknowledged before me that they executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 2nd day of January 1996.

My commission expires:

  
NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS

FILED  
96 JAN -8 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS BE  
SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following  
is submitted, in compliance with said act:

First -- That: Contractors Staffing Resource, Inc.

desiring to organize under the laws of the State of Florida, with  
its principal office, as indicated in the articles of incorporation  
at: 12444 Old Country Road Wellington Florida 33414

named: Mark A. Mergo

located at: 12444 Old Country Road Wellington Florida 33414

as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above  
stated corporation, at the place designated in this certificate, I  
hereby accept to act in this capacity and agree to comply with the  
provisions of said Act relative to keeping open said office.

*Mark A. Mergo*  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Before me, a notary public authorized to take acknowledgments  
in the state and county setforth above, personally appeared:

Mark A. Mergo

known to me and known by me to be the person who executed the  
foregoing certificate designating place of business, and he  
acknowledged before me that he executed that certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my  
official seal in the state and county aforesaid this 2nd day of  
January 1996.

My Commission Expires:

*Beverly M. Mayer*  
NOTARY PUBLIC

