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AKERMAN, SENTERFITT & EIDSON, P.A.

ATTORNEYS AT LAW

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May 28, 1996

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

EFFECTIVE DATE
5-29-96

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*****70.00 *****70.00

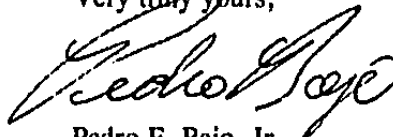
Re: Professional Placement Services, Inc.

To Whom It May Concern:

Enclosed is original and a copy of the Articles of Incorporation for Professional Placement Services, and a check in the amount of \$70.00 representing the filing fee. Please send me a letter verifying that the Articles have been filed with your office once the filing is complete.

If you have any questions, please do not hesitate to contact me. Thank you for your time and consideration.

Very truly yours,



Pedro F. Bajo, Jr.
AKERMAN, SENTERFITT & EIDSON, P.A.

PFB:jad
Enclosures

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AL JUN - 6 1996.

FILED
96 JUN -3 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF

PROFESSIONAL PLACEMENT SERVICES, INC.

EFFECTIVE DATE
5-27-96

FILED

96 JUN -3 PM 4: 23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscriber hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with Chapter 607, Florida Statutes, known as the Florida Business Corporation Act (FBCA).

ARTICLE ONE

NAME OF CORPORATION

The corporate name that satisfies the requirements of Section 607.0401 is: Professional Placement Services, Inc.

ARTICLE TWO

ADDRESS OF CORPORATION

The address of the principal office, and the mailing address of the corporation is 6208 Russell Street, Tampa, Florida 33611.

ARTICLE THREE

STOCK

The number of shares the corporation is authorized to issue is: 10,000 shares, all of which shall be common shares with a par value of \$1.00.

ARTICLE FOUR

PURPOSE

The purpose for which this Corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FIVE

CORPORATE EXISTENCE AND DURATION

This corporation shall commence existence on May 29, 1996 and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE SIX

BYLAWS

Provisions for the regulation of the internal affairs of the corporation are set forth in the Bylaws.

ARTICLE SEVEN

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the State of Florida is 100 S. Ashley Drive, Suite 1500, Tampa, Florida and the name of its initial registered agent at such address is Pedro F. Bajo.

ARTICLE EIGHT

DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is two (2), and the names of addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

Name

Address

Susan G. Etheridge

6208 Russell Street
Tampa, Florida 33611

Phillip Ettinger

16300 S.W. 77th Avenue
Miami, Florida 33157

ARTICLE NINE

INCORPORATORS

The name and address of the incorporator is as follows:

Name

Address

Susan G. Etheridge

6208 Russell Street
Tampa, Florida 33611

The undersigned has executed these Articles of Incorporation this 29th day of May, 1996.



Susan G. Etheridge

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 29th day of May, 1996, by Susan C. Etheridge, who is personally known to me or who has produced _____ as identification and who ~~did~~ (did not) take an oath.

Mary F. Maddox
Signature of Notary
MARY F. MADDOX
Notary Public, State of Florida
My comm. expires Mar. 7, 2000
No. 538022

Name of Notary (typed/stamped)

W:\ATTY\SOB\PSN\ARTICLE.1

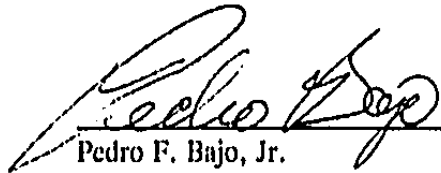
**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
OFFICE FOR SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

Professional Placement Services, Inc., desiring to be organized under the laws of the State of Florida with its principal place of business in Tampa, Florida, has named Pedro F. Bajo, Jr., located at 100 South Ashley, Suite 1500, Tampa, Florida 33602 as its agent to accept service within this state.

ACKNOWLEDGEMENT: Having been named to accept service of process for the above stated corporation of the place designated in this certificate, I hereby accept to act, in this capacity as Registered Agent as required in Section 607.0501(3) Florida Statutes, and agree to comply with the provision of the Florida Business Corporation Act relative to keeping open said office.

5-29-96
Date


Pedro F. Bajo, Jr.
Registered Agent

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FILED
96 JUN -3 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA