

P9600059381



PROFESSIONAL FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 020759 161057A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 16, 1996

ORDER TIME : 9:26 AM

ORDER NO. : 020759

CUSTOMER NO: 161057A

CUSTOMER: John T. Prah1, Esq
JOHN T. PRAHL, ESQ

Suite 150
3251 Ponce De Leon Boulevard
Miami, FL 33134

800001394958
-07/16/96--01126--001
****122.50 ****122.50

DOMESTIC FILING

NAME: E AND M STAFFING, CO.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 16 PM 2:09

RECEIVED
96 JUL 16 11:17
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

96 JUL 16 PM 2:09

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

1. The name of the Corporation is:

E and M STAFFING, CO.

2. The mailing address for the corporation shall be 2129 S.W. 27th Avenue, Miami, FL. 33145

3. The period of its duration is perpetual.

4. The purpose is to engage in activities or business permitted under the laws of the United States and Florida.

5. The corporation shall have authority to issue 5,000 shares, all of one class, \$1.00 par value.

6. The address of its initial registered office is 3251 Ponce De Leon Blvd., Suite 150, Coral Gables, Florida, 33134, and the name of its initial registered agent at said address is John T. Pahl.

7. The number of directors constituting its initial board of directors is one (1) whose name and address is:

NAME

ADDRESS

MARIA J. NAPOLES

2129 S.W 27 Avenue
Miami, FL 33145

8. The name and address of the Incorporator is:

NAME

ADDRESS

MARIA J. NAPOLES

2129 S.W 27 Avenue
Miami, FL 33145

9. Preemptive Rights shall be as follows: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and

conditions that shall be fixed by the Shareholders, such of the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

DATED this 11 day of July, 1996.

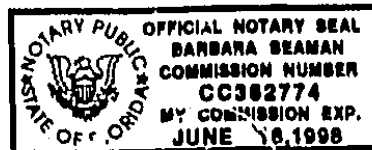
Maria J. Napoles
MARIA J. NAPOLES

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged by me this 11 day of July, 1996, by Maria J. Napoles who is personally known to me, or who produced FL D/lie as identification.

Barbara Seaman
NOTARY PUBLIC BARBARA SEAMAN

My Commission Expires:



**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 48.001, Florida Statutes, the following is submitted, in compliance with said Act:

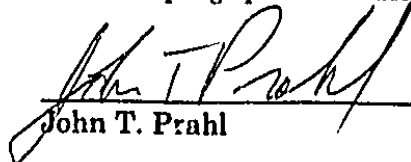
First--that E and M Staffing, Co. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Coral Gables, County of Dade, State of Florida, has named John T. Prah, 3251 Ponce De Leon Blvd., Suite 150, Coral Gables, Florida 33134.

(Street address and number of building, post office box address not acceptable)

City of Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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


John T. Prah

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 16 PM 2:09