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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: MURAI, WALD, BIONDO, MORENO, P.A.
CONTACT: NIURKA ALONSO
PHONE: (305) 358-5900

ACCT#: 076150002103

FAX #: (305) 358-9490

NAME: COLONY STAFFING I, INC.

AUDIT NUMBER.....H96000014025

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

COLONY STAFFING I, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is COLONY STAFFING I, INC., whose address is: 2121 Ponce de Leon Blvd., Penthouse, Coral Gables, Florida 33134.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

THIS INSTRUMENT PREPARED BY:

Gerald J. Biondo, Esq.

FL Bar #: 154713

Murali Wald Biondo & Moreno P.A.

25 Southeast Second Avenue, Suite 900

Miami, Florida 33131

(305) 358-5900

ARTICLE IV**CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 500 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation in the State of Florida is 2121 Ponce de Leon Blvd., Penthouse, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is Lloyd J. Boggio.

ARTICLE VI**INITIAL BOARD OF DIRECTORS**

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street address of the initial directors are:

Mr. Stewart Marcus
2121 Ponce de Leon Blvd.
Penthouse
Coral Gables, Florida 33134

Mr. Lloyd J. Boggio
2121 Ponce de Leon Blvd.
Penthouse
Coral Gables, Florida 33134

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Mr. Lloyd J. Boggio
2121 Ponce de Leon Blvd.
Penthouse
Coral Gables, Florida 33134

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of October, 1996.

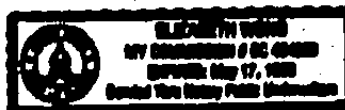

LLOYD J. BOGGIO

STATE OF FLORIDA)
COUNTY OF DADE) ss.

The foregoing instrument was acknowledged before me this 3rd day of October, 1996 by LLOYD J. BOGGIO, who is personally known to me or who has produced no identification.


NOTARY PUBLIC, STATE OF FLORIDA
Print name: ELIZABETH WONG
Commission No. 1

My Commission expires:



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CERTIFICATE OF REGISTERED AGENT**OF****COLONY STAFFING I, INC.**

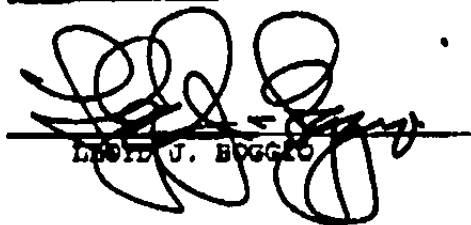
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That COLONY STAFFING I, INC. is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Coral Gables, County of Dade, State of Florida, has named Lloyd J. Boggio, 2121 Ponce de Leon Blvd., Penthouse, Coral Gables, Florida 33134, 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 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.

Dated this 3rd day of October, 1996.


LLOYD J. BOGGIO

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