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JULIUS L. WILLIAMS, P.A.
ATTORNEY AT LAW
710 W. COLONIAL DRIVE
SUITE 103
ORLANDO, FLORIDA 32804

TELEPHONE (407) 425-6752
FAX (407) 425-6755

JULIUS L. WILLIAMS

MAILING ADDRESS
P.O. BOX 2082
ORLANDO, FLORIDA 32802

March 3, 1997

Department of State
Division of Corporations
P.O. Box 6387
Tallahassee, Florida 32314

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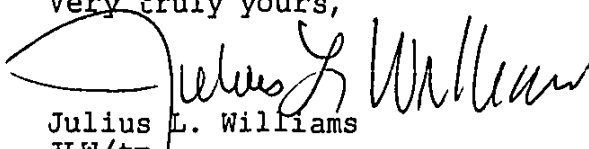
RE: Power Personnel Network, Inc.

Dear Sir:

Enclosed you will please find an original and one(1) copy of the Articles of Incorporation to the above corporation and a check in the amount of \$122.50 for filing. Please furnish me with a certified copy.

Thank you for your cooperation.

Very truly yours,


Julius L. Williams
JLW/tm

Enclosure

FILED
97 MAR 13 AM 10:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA



**ARTICLES OF INCORPORATION
OF
POWER PERSONNEL NETWORK, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the corporation is **POWER PERSONNEL NETWORK, INC.**

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purposes for which the corporation is organized are:

1. To establish, operate, manage, maintain, carry on and conduct an employment agency; and to provide vocational training to persons who are trying to enter the work force.

2. To Purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in,

sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other way dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgage, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas, and water right, all or any part of going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof, and interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

3. To hire and employ agents, servants, and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor, or otherwise, either alone or in company with others.

4. To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

5. To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out, contracts, and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

6. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that may it deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in the Florida Business Corporation Act, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are in effect or may it any time hereafter be amended, and to do any and all things hereinabove set forth the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed

distributively as each object expressed, and the enumerations to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is 1000, all of which shall be common shares with par value of \$1.00.

ARTICLE FIVE

REGISTERD OFFICE

The street address of the initial registered office of the corporation is 1681 South Kirkman Road #241, Orlando, Florida 32811 and the name of the initial registered agent at that address is KENY BASTIEN.

ARTICLE SIX

INCORPORATORS

The name and address of the incorporator(s) are:

NAME	ADDRESS
KENY BASTIEN	1681 SOUTH KIRKMAN ROAD #241 ORLANDO, FLORIDA 32811

ARTICLE SEVEN

BOARD OF DIRECTORS

This corporation shall have ONE director(s) initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial director of the corporation are:

NAME

KENY BASTIEN

ADDRESS

**1681 SOUTH KIRKMAN ROAD, #241
ORLANDO, FLORIDA 32811**

IN WITNESS WHEREOF, I have subscribed my name this 20 day
of February, 1997.

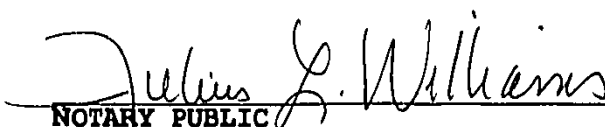


INCORPORATOR

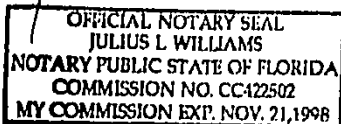
STATE OF FLORIDA:
COUNTY OF ORANGE:

On this 20 day of February, 1997, before me the undersigned officer, personally appeared KENY BASTIEN, known to me to be the person whose name is subscribed to the instrument within, and acknowledged that he executed the same for the purposes contained therein.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.


1. The name of the corporation is:

POWER PERSONNEL NETWORK

2. The name and address of the registered agent and office is:

**KENY BASTIEN
1681 SOUTH KIRKMAN ROAD #241
ORLANDO, FLORIDA 32811**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my provisions as registered agent.


(Signature)

2/20/97
(Date)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

97 MAR 13 AM 10:58

FILED