

P97000032462

GARRY R. SPEAR, P.A.
A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW
7280 W. Palmetto Park Road
Suite 204-N
Boca Raton, Florida 33433

(561) 391-1944 (telephone)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -9 AM 10:30

Garry R. Spear
Lauren A. Cohen (licensed only in Tennessee and Canada)

(561) 391-2811

April 3, 1997

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

400002137994--2
-04/09/97--01082--011
*****70.00 *****70.00

Re: Filing of Articles of Incorporation - PPS Staffing, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for PPS Staffing, Inc. The \$35.00 filing fee and the \$35.00 registered agent fee are enclosed.

Thank you for your assistance in this matter.

Sincerely,



Garry R. Spear
Attorney at Law

Enclosure
cc: file

D. BROWN APR 10 1997

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
PPS STAFFING, INC.**

ARTICLE ONE

CORPORATE NAME

The name of the corporation shall be:

PPS STAFFING, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful activity for
which corporations may be organized under the
Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 100 shares,
all of which shall be common shares with \$1.00 par value.

ARTICLE FIVE

MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The mailing address and the principal place of business is:

3323 W. Commercial Boulevard
Suite 110
Ft. Lauderdale, Florida 33309

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7280 W. Palmetto Park Road, Suite 204-N, Boca Raton, Florida 33433 and the initial registered agent at such address is Garry R. Spear, P.A.

ARTICLE SEVEN

BOARD OF DIRECTORS

The number of members of the Board of Directors may be changed from time to time as provided by the By-Laws of the corporation as adopted by the stockholders; but, in no event shall the Board of Directors consist of less than one (1) member at any time.

ARTICLE EIGHT

INITIAL DIRECTORS

The initial Board of Directors shall consist of two (2) members who shall hold office until the first meeting of the corporation and whose names and addresses are as follows:

W. Dennis Prouty
9091 Vineyard Drive
Plantation, Florida 33324

Laura C. Sotera
11450 N.W. 36th Place
Sunrise, Florida 33323

ARTICLE NINE

INCORPORATORS

The name and address of each incorporator executing the Articles of Incorporation is as follows:

W. Dennis Prouty
3323 W. Commercial Boulevard
Suite 110
Ft Lauderdale, Florida 33309

ARTICLE TEN

COMMENCEMENT DATE

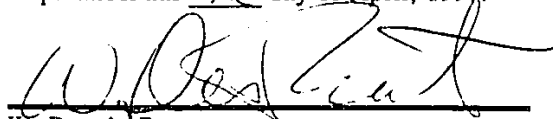
The corporation shall be deemed to commence its existence upon the date the Charter Number is assigned to the corporation by the Secretary of State of the State of Florida.

ARTICLE ELEVEN

INDEMNIFICATION

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, I have subscribed my name as incorporator of the corporation this 8th day of April, 1997.



W. Dennis Prouty

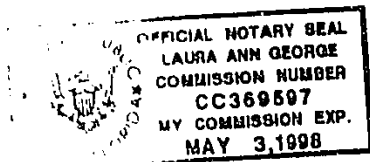
STATE OF FLORIDA:

COUNTY OF BROWARD:

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared W. Dennis Prouty, to me known to be the person described as Incorporator in the foregoing Articles of Incorporation, who produced a

driver's license as identification, and who took an oath and acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal this 8 day of April, 1997.



Laura Ann George
LAURA ANN GEORGE
Notary Public CC 369597
State of Florida

My Commission Expires: 5/3/98

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT
FOR SERVICE OF PROCESS**

The undersigned hereby designates Garry R. Spear, P.A., as its Registered Agent to accept service of process within this state.

[Signature]
Incorporator

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, the undersigned hereby accepts the foregoing designation as Registered Agent for service of process with the State of Florida, and agrees to comply with the provisions of the law applicable to said designation.

Garry R. Spear
Garry R. Spear, Esq.
President
Garry R. Spear, P.A.

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