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CRARY, BUCHANAN, BOWDISH, BOVIE, LORD, ROBY & EVANS

CHARTERED

ATTORNEYS AT LAW

EVANS CRARY (1905-1968)
EVANS CRARY, JR.
WILLIAM F. CRARY
LARRY E. BUCHANAN
JAMES L. S. BOWDISH †
GEORGE F. BOVIE, III
LAWRENCE EVANS CRARY III
WILLIAM F. CRARY II
ROBERT L. LORD, JR. §
WILLIAM L. ROBY †
M. LEVERING EVANS
R. MICHAEL CRARY
LEIGH A. WILLIAMS

REPLY TO:

STUART

STEVEN D. BERES *
JOSEPH NEGRON, JR.
JEFFREY F. THOMAS **
CHARLES K. WILLOUGHBY

* BOARD CERTIFIED IN VALUATION, TRUSTS & ESTATES LAW
** BOARD CERTIFIED IN FAMILY & MARITAL LAW
† BOARD CERTIFIED CIVIL TRIAL LAWYER
§ BOARD CERTIFIED IN HEALTH LAW
○ BOARD CERTIFIED IN BUSINESS LITIGATION

April 15, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32301

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*****122.50 *****122.50

RE: The Staffing Centers, Inc.
File NO. 14932.0

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for the above-captioned corporation. Also enclosed is our firm's check in the amount of \$122.50 which covers the following:

Filing Fee	\$ 35.00
Resident Agent	\$ 35.00
Certified Copy	\$ 52.50
Total	\$122.50

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DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA
1427

After this corporation has been approved and filed by your office, we would appreciate it if you would forward us a certified copy of the Articles. The Certificate of Registered Agent is also enclosed. Thank you in advance for your consideration in this matter.

Sincerely,

Leigh A. Williams
Leigh A. Williams

LAW/vm
Enclosures (as stated)

**ARTICLES OF INCORPORATION
OF
THE STAFFING CENTERS, INC.**

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

**ARTICLE 1
NAME**

The name of the corporation shall be: **THE STAFFING CENTERS, INC.**

**ARTICLE 2
ADDRESS OF PRINCIPAL OFFICE OF CORPORATION**

The principal office of the corporation shall be located at: 551 S.E. Norseman Drive, Port St. Lucie, Florida 34984. The mailing address of the corporation shall be: Post Office Box 2762, Stuart, Florida 34995.

**ARTICLE 3
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE 4
PURPOSE**

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

**ARTICLE 5
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a nominal or par value of One and no/100 Dollars (\$1.00).

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TALLAHASSEE, FLORIDA

**ARTICLE 6
REGISTERED AGENT**

The corporation's initial registered office and initial registered agent at that address shall be:

Jim MacKenzie

551 S.E. Norseman Drive
Port St. Lucie, FL 34984

**ARTICLE 7
DIRECTORS**

The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The names and street addresses of the members of the first Board of Directors who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

Jim MacKenzie

551 S.E. Norseman Drive
Port St. Lucie, FL 34984

**ARTICLE 8
INCORPORATORS**

The names and street addresses of the incorporators of these Articles of Incorporation are as follows:

Jim MacKenzie

551 S.E. Norseman Drive
Port St. Lucie, FL 34984

**ARTICLE 9
PREEMPTIVE RIGHTS**

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 Board of Directors, such of the shares of the stock of this corporation as may be issued for 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 and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

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**ARTICLE 10
INDEMNIFICATION**

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

**ARTICLE 11
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE 12
MISCELLANEOUS**

Stockholders and directors meetings may be held within or without the State of Florida.

The undersigned incorporator has executed these Articles of Incorporation this 5th day of April, 1997.



Jim MacKenzie

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TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of sections 607.0501, Florida Statutes (1993), 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.

The name of the corporation is THE STAFFING CENTERS, INC..

The name and address of the initial registered agent and office is:

Jim MacKenzie

551 S.E. Norseman Drive
Port St. Lucie, FL 34984

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 position as Registered Agent.



Jim MacKenzie
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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