

P97000042536

Mark A. Mergo
12773 W. Forest Hill Blvd
Suite 1212
Wellington FL 33414

May 9, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

300002174013--9
-05/12/97-01077-003
***122.50 ***122.50

Re: New Corporation

Dear Sirs:

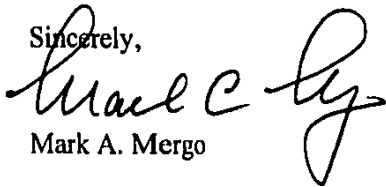
Enclosed are the Articles of Incorporation for:

Corporate Staffing Resource, Inc.

Please file and return to the above address. Our check for \$122.50 is included.

Thank you for your assistance.

Sincerely,


Mark A. Mergo

FILED
97 MAY 12 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ma 5/14/97

ARTICLES OF INCORPORATION
OF
CORPORATE STAFFING RESOURCE, INC.

The undersigned subscribed to these Articles of Incorporation to form a corporation for profit under the laws of the state of Florida.

ARTICLE I

The name of the corporation shall be:

CORPORATE STAFFING RESOURCE, INC.

and it's initial post office address and it's principal office for the conduct of business is:

12773 W. FOREST HILL BLVD., SUITE 1212

WELLINGTON, FL 33414

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

(a) TEMPORARY LABOR SERVICE

(b) Generally to make and perform contracts of any kind and description, and for the purpose of attaining any of the objectives of the corporation; to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do or exercise, and which now are or hereafter may be authorized by law, and generally to do and perform any and all things necessary or incident to the performing and the carrying out of the powers herein above specifically delegated or implied.

(c) The foregoing paragraphs shall be construed as enumerating the purposes, and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included, including the general powers set forth in Florida Statutes Annotated, Section 607.

ARTICLE III

The maximum shares of stock of this corporation which it is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock at ten cents (\$0.10) par value. Said capital stock shall be nonassessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

FILED
97 MAY 12 AM 8 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to the others.

ARTICLE V

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which may be altered from time to time by the Bylaws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, a Vice President, Secretary, and Treasurer and any other officer as the Board of Directors may deem expedient. Any two or more offices except President and Secretary may be held by the same person.

ARTICLE VI

The corporation shall have ONE director(s) initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this corporation are:

MARK A. MERGO 12773 W FOREST HILL BLVD, SUITE 1212
WELLINGTON FL 33414

ARTICLE VII

The name and address of the person(s) signing these articles are:

MARK A. MERGO 12773 W FOREST HILL BLVD, SUITE 1212
WELLINGTON FL 33414

ARTICLE VIII

No contract, act, or transaction of this corporation with any person or persons, firm, or other corporation, in the absence of fraud or wrongdoing shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction, or in any way connected with such person, persons, firm, or corporation, and each person who may become a director of this corporation is hereby relieved from any liability that otherwise exist from thus contracting with this corporation in which he may be in anywise interested. Any director of this corporation may vote upon any contract or other transaction between the corporation any any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE IX

The street address of the initial registered office of this corporation is:

12773 W FOREST HILL BLVD, SUITE 1212

WELLINGTON, FL 33414

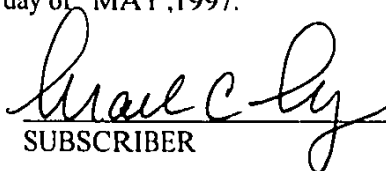
and the name of the initial registered agent of this corporation at that address is:

MARK A. MERGO

ARTICLE X

These articles of incorporation of this corporation may be amended, changed, altered, or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 7TH day of MAY, 1997.


SUBSCRIBER

SUBSCRIBER

STATE OF FLORIDA
COUNTY OF PALM BEACH

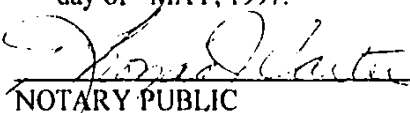
Before me, a notary public authorized to take acknowledgments in the state and county setforth above, personally appeared:

MARK A. MERGO

known to me and known by me to be the persons who executed the foregoing articles of incorporation, and the acknowledged before me that they executed these articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 7TH day of MAY, 1997.

My commission expires:


NOTARY PUBLIC



RHONDA J. CARTER
COMMISSION # CC417937
EXPIRES FEB 19, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.

**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 48,091, Florida Statutes, the following is submitted, in compliance with said act:

First - that: **CORPORATE STAFFING RESOURCE, INC.**

desiring to organize under the laws of the State of Florida, with it's principal office, as indicated in the articles of incorporation at:

12773 W FOREST HILL BLVD, SUITE 1212 WELLINGTON, FL 33414

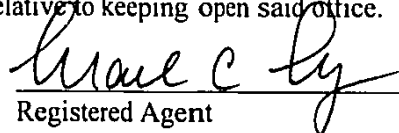
named: MARK A. MERGO

located at: 12773 W FOREST HILL BLVD, SUITE 1212
WELLINGTON, FL 33414

as it's agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Registered Agent

State of **Florida**
County of **Palm Beach**

Before me, a notary public authorized to take acknowledgments in the state and county setforth above, personally appeared:

MARK A. MERGO

known to me and known by me to be the person who executed the foregoing certificate designating place of business, and he acknowledged before me that he executed that certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 7TH day of MAY, 1997.

MY COMMISSION EXPIRES:


NOTARY PUBLIC



RHONDA J. CARTER
COMMISSION # CC617937
EXPIRES FEB 19, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.

FILED
97 MAY 12 AM 8:33
TALLAHASSEE, FLORIDA