

P97000046867
PATEL, MOORE
& O'CONNOR

A PROFESSIONAL ASSOCIATION

Attorneys and Counselors at Law

SANDIP I. PATEL
STEVEN W. MOORE
PATRICK M. O'CONNOR*

* LLM - Taxation

OF COUNSEL
RONALD E. SMITH†

† Registered Patent Attorney

18187 U.S. 19 North
Harbourside Suite 150
Clearwater, Florida 34624
(813) 539-6800
Facsimile (813) 538-5936

REPLY TO: Clearwater

122 South Howard Avenue
Tampa, Florida 33606
(813) 254-1185
Facsimile (813) 254-0561

May 22, 1997
File No.: 1257-0100

100002192291--8
-05/27/97--01159--004
*****70.00 *****70.00

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

To Whom It May Concern:

Enclosed are one original and one copy of the Articles of Incorporation for Priority Outsource, Inc.

I have also enclosed check # 11045 in the amount of \$70.00, which includes \$35.00 for filing of Articles and \$35.00 for Registered Agent Fee.

Please mail a copy of the Articles back to me at the above address and stamp on this copy the necessary filing information.

Very truly yours,

PATEL, MOORE & O'CONNOR, P.A.

Patrick M. O'Connor / PSB for
Patrick M. O'Connor

PMO/psb
Enclosures

FILED
97 MAY 27 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 5/28/97

ARTICLES OF INCORPORATION
OF
PRIORITY OUTSOURCE, INC.

FILED
97 MAY 27 AM 11: 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of the corporation is PRIORITY OUTSOURCE, INC., and the principal address and principal place of business is 4820 Park Boulevard, Pinellas Park, Florida 34665.

ARTICLE II - REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Florida is c/o PATEL, MOORE & O'CONNOR, P.A., 18167 U.S. Highway 19 North, Suite 150, in the City of Clearwater, County of Pinellas, Florida 34624. The name of its registered agent at such address is Patrick M. O'Connor.

ARTICLE III - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

ARTICLE IV - AUTHORIZED SHARES OF STOCK

The total number of shares of stock which the corporation is authorized to issue is Ten Thousand (10,000) and the par value of each of such shares is Ten Cents (\$0.10) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

ARTICLE V - BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation. The names and mailing addresses of each person who is to initially serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, are as follows:

NAME

MAILING ADDRESS

Judy DiVincenzo

145 7th Avenue North, St. Petersburg, FL 33701

John W. Oberding

4820 Park Boulevard, Pinellas Park, FL 34665

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is expressly authorized to adopt, amend or repeal the bylaws of this corporation.

ARTICLE VI - AMENDMENTS

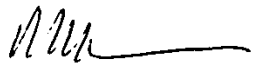
The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.

ARTICLE VII - INCORPORATOR

The incorporator is Patrick M. O'Connor, whose mailing address is c/o PATEL, MOORE & O'CONNOR, P.A., 18167 U.S. Highway 19 North, Suite 150, Clearwater, FL 34624.

THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, does make, file and record this Certificate of Incorporation, does certify that the facts herein stated are true, and, accordingly, have hereto set his hand and seal this 22nd day of May, 1997.


By: _____


Patrick M. O'Connor
Incorporator

Acknowledgment of Registered Agent

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

By: _____


Patrick M. O'Connor
Registered Agent

FILED
97 MAY 27 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA