

Law Offices

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June 11, 1997

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

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-06/13/97--01071--014
****122.50 ****122.50

RE: PARENT SERVICE STAFFING, INC.

Dear Sir or Madame:

Enclosed please find the Articles of Incorporation in the above referenced matter, along with my check in the amount of \$122.50 for filing fees.

Please forward to my office in the enclosed self-addressed stamped envelope the certified copy of the Articles.

Your prompt attention to this matter is greatly appreciated. Should you have any questions, please do not hesitate to call me.

Very truly yours,

DEBORAH A. ROTH, P.A.



Deborah A. Roth, Esquire

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 13 PM 4:09

6-13-97
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**ARTICLES OF INCORPORATION FOR
PARENT SERVICE STAFFING, INC.**

FILED STATE
SECRETARY OF CORPORATIONS
91 JUN 13 PM 4:09

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name and principal address of the corporation shall be:

PARENT SERVICE STAFFING, INC.
21301 Powerline Road, Suite 309
Boca Raton, FL 33433

ARTICLE II - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - STATED CAPITAL

The corporation is authorized to issue 150 shares of common stock having \$1.00 (one dollar) par value per share.

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is to be determined from time to time by the Board of Directors, to be paid, in whole or part, in cash or other property, tangible or intangible, or labor or services actually performed for the corporation. Shares may not be issued until full amount of the consideration therefore has been paid. Thereafter, such share shall be deemed to be fully paid and nonassessable.

ARTICLE IV- BOARD OF DIRECTORS and OFFICERS

All corporate powers should be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, The Board of Directors.

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the share holders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have three directors initially who shall be officers of the corporation. The number of directors may be thereafter increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders, have qualified shall be:

PRESIDENT: Nancy Schulman
21301 Powerline Road, Suite 309
Boca Raton, Florida 33433

VICE PRESIDENT: Linda Zimmerman
21301 Powerline Road, Suite 309
Boca Raton, Florida 33433

TREASURER: Barbara Bottiau
21301 Powerline Road, Suite 309
Boca Raton, Florida 33433

ARTICLE V - INDEMNIFICATION

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

ARTICLE VI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the Board of

Directors.

ARTICLE VII - AMENDMENT

These Articles of Incorporation may be amended at any time by vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

NANCY SCHULMAN
21301 Powerline Road, Suite 309
Boca Raton., Florida 33433

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office and Agent of the corporation is:

NANCY SCHULMAN
21301 Powerline Road, Suite 309
Boca Raton, Florida 33433

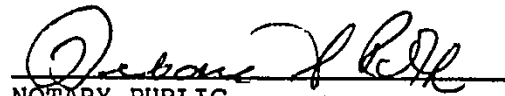
IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation this 10th day of June, 1997.

Nancy Schulman
Nancy Schulman


[illegible]

appeared NANCY SCHULMAN known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that She executed the same freely and voluntarily for the purposes therein expressed.

WITNESS, my hand and official seal this 10th day of June, 1997 at Boca Raton, Palm Beach County, Florida.


NOTARY PUBLIC
State of Florida at Large

My commission expires:

 DEBORAH A ROTH
My Commission CC436137
Expires Jan 31, 1999
Print, Type Stamp Name of

- Notary
- (X) Personally known to me, or
- () Produced identification:

Type of identification

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, NANCY SCHULMAN, being and the same as that NANCY SCHULMAN designated in the Articles of Incorporation of PARENT SERVICE STAFFING, INC. do hereby accept the appointment as the registered agent of PARENT SERVICE STAFFING, INC. and am familiar with and accept my duties as Registered Agent.

Dated this 10th day of June, 1997.

Nancy Schulman

NANCY SCHULMAN
21301 Powerline Road, Suite 309
Boca Raton, FL 33433

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 13 PM 4:10