

P97000062493



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 467154 81235A

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 70.00

RECEIVED
97 JUL 18 PM 1:24
TALLAHASSEE, FLORIDA

ORDER DATE : July 18, 1997

ORDER TIME : 10:29 AM

ORDER NO. : 467154-005

600002241566--9

CUSTOMER NO: 81235A

CUSTOMER: Ms. Cathy E. Krauss
SEMBLER INVESTMENTS, INC.

Suite 200
11300 Fourth Street North
Saint Petersburg, FL 33716

DOMESTIC FILING

NAME: JURISTEMPS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS: _____

RECEIVED
97 JUL 19 PM 12:07
DIVISION OF CORPORATION

BN JUL 18 1997

6

ARTICLES OF INCORPORATION

OF

JURISTEMPS, INC.

a FLORIDA CORPORATION

EFFECTIVE DATE
7/17/97

FILED
97 JUL 18 PM 1:54
JUL 18 1997
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is **JURISTEMPS, INC.**

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

11300 4th Street North

Suite 200

St. Petersburg, FL 33716

ARTICLE III

CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

Prepared by:

JurisTemps, Inc.
11300 4th Street No., Suite 200
St. Petersburg, FL 33716
(813)577-5522

ARTICLE IV

INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are M. STEVEN SEMBLER, 11300 4th Street North, Suite 200, St. Petersburg, FL 33716. The Registered Agent by his execution of these Articles of Incorporation as incorporator accepts the appointments as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of under the Florida Business Corporation Act.

ARTICLE V

INCORPORATOR(S)

The name and address of the persons signing these Articles of Incorporation is M. STEVEN SEMBLER, 11300 4th Street North, St. Petersburg, FL 33716.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is M. STEVEN SEMBLER, 11300 4th Street North, St. Petersburg, FL. 33716.

ARTICLE VII

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as the date of execution of these Articles of Incorporation.

ARTICLE VIII

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in the Florida Business Corporation Act.

ARTICLE XII

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIII

CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall

equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

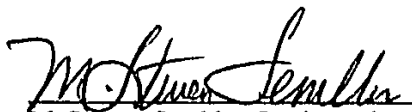
IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this

17 day of July, 1997


M. STEVEN SEMBLER, INCORPORATOR

ACCEPTANCE

Having been named as the registered agent, to accept service of process, within the State of Florida, at the registered office address indicated above, for JurisTemps, Inc., I hereby accept the designation as the registered agent and agree to act and serve in that capacity on behalf of JurisTemps, Inc. I am familiar with and accept the obligations provided for under Florida law.


M. Steven Sembler, Registered Agent

July 17, 1997
Date