



P970000 64934

ACCOUNT NO. : 072100000032

REFERENCE : 476298 9104A

AUTHORIZATION :

COST LIMIT : \$ 70.00 *Patricia Pigut*

ORDER DATE : July 28, 1997

ORDER TIME : 9:20 AM

ORDER NO. : 476298-005

CUSTOMER NO: 9104A

200002248782--9

CUSTOMER: Ms. Lori L. Ammons  
HOLLAND & KNIGHT

Suite 1600  
200 Central Avenue  
St. Petersburg, FL 33701

DOMESTIC FILING

NAME: YOURSTAFF, 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: Warren Whittaker

EXAMINER'S INITIALS:

SN JUL 28 1997

FILED

97 JUL 28 AM 11:58

ARTICLES OF INCORPORATION  
OF  
YOURSTAFF, INC.

TALLAHASSEE, FLORIDA

The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is YOURSTAFF, INC.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal address of this Corporation is:

2900 Fourth Street North, St. Petersburg, FL 33704.

ARTICLE III.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Gregory E. Matthews

Address: 2900 Fourth Street North, St. Petersburg, FL 33704.

ARTICLE IV.

INCORPORATOR

The name and address of the Incorporator of this Corporation are:

Name: Richard O. Jacobs

Address: Suite 1600, Holland & Knight, 200 Central Avenue, St. Petersburg, FL 33701.

ARTICLE V.

CAPITAL STOCK

This Corporation is authorized to issue 5,000,000 shares of \$0.01 par value common stock.

ARTICLE VI.

SHAREHOLDER'S AGREEMENT

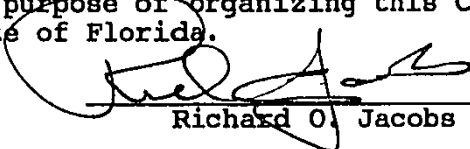
The Shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of Officers or Directors, or other matters. Such an agreement, if signed by all of the Stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

ARTICLE VII.

PREEMPTIVE RIGHTS

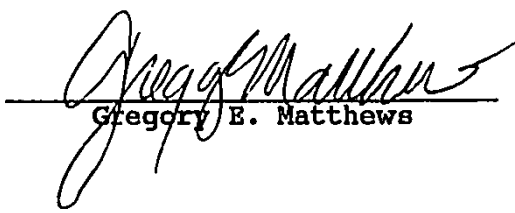
The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of Florida Statutes, Chapter 607.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 24th day of July, 1997, for the purpose of organizing this Corporation under the laws of the State of Florida.

  
Richard O. Jacobs

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 provision of said Act relative to keeping open said office.  
Date: July 24, 1997.

  
Gregory E. Matthews

ALL  
COUNTY  
FLORIDA  
JUL 26 1997