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STAFFING DEPOT, INC.

July 21, 1997

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

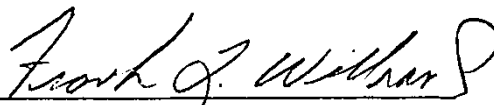
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*****78.75 *****78.75

Re: Staffing Depot, Inc.

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-named entity, and a check for \$78.75 (Filing Fee and Certificate of Incorporation).

Please contact the undersigned with any questions regarding the enclosed materials.

Frank L. Williams
708 E. Colonial Dr.
Orlando, Florida 32803
(407) 425-0300 or (407) 290-2525


Frank L. Williams

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35/8/11

ARTICLES OF INCORPORATION

OF

**STAFFING DEPOT, INC.
(a Florida corporation)**

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**ARTICLE ONE
NAME**

The name of the corporation is STAFFING DEPOT, INC. (the "Corporation")

**ARTICLE TWO
PRINCIPAL OFFICE**

The address of the initial principal office of the Corporation is 708 E. Colonial Dr., Orlando, Florida 32803

**ARTICLE THREE
SHARES**

The aggregate number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of voting common stock, \$.01 par value per share.

**ARTICLE FOUR
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The address of the registered office of the Corporation in the State of Florida is 708 E. Colonial Dr., Orlando, Florida 32803, in the County of Seminole. The name of the Corporation's registered agent in the State of Florida at such address is Frank L. Williams.

**ARTICLE FIVE
INCORPORATOR**

The name and address of the incorporator is as follows:

Frank L. Williams
708 E. Colonial Dr.
Orlando, Florida 32803

ARTICLE SIX
PURPOSES

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the Florida Business Corporation Act ("FBCA").

ARTICLE SEVEN
BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, repeal, rescind, alter or amend in any respect the Bylaws of the Corporation.

ARTICLE EIGHT
NO PREEMPTIVE RIGHTS

No shareholders shall have any preemptive rights to acquire unissued shares of the Corporation.

ARTICLE NINE
SHAREHOLDER ACTION BY WRITTEN CONSENT

To the extent allowed by law, any action that is required to be or may be taken at a meeting of the shareholders of the Corporation may be taken without a meeting, without prior notice and without a vote, if written consent, setting forth the action, shall be signed by persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by classes) of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted. Notice shall be given within ten (10) days of the taking of corporate action without a meeting by less than unanimous written consent to those shareholders on the record date whose shares were not represented on the written consent.

ARTICLE TEN
PLACE OF MEETINGS AND RECORDS

Meetings of shareholders of the Corporation may be held within or without the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any

provision of applicable law) within or without the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws.

ARTICLE ELEVEN LIMITATION ON DIRECTORS' LIABILITY

Directors of the Corporation shall not be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, to the fullest extent permitted under the FBCA, as the same may be amended from time to time.

Directors of the Corporation shall not be liable for any action taken as a Director, or any failure to take any action, if he or she performed the duties of office, including duties as a member of a committee: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner he or she reasonably believes to be in the best interests of the corporation.

In discharging his or her duties as a Director, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (a) one or more officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the persons' professional or expert competence; or (c) a committee of the Board of Directors of which he or she is not a member if the Director reasonably believes the committee merits confidence.

To the extent the FBCA allows the elimination and/or limitation of liability (as provided in this Article Eleven) to be granted to officers of a Corporation, then the liabilities of officers of the Corporation shall be eliminated or limited to the fullest extent permitted under the FBCA.

If the FBCA is hereafter amended to authorize the elimination or further limitation of the liability of a Director, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended.

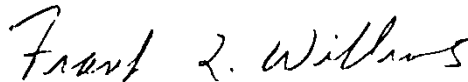
Any repeal or modification of the foregoing provisions of this Article Eleven by the shareholders of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

The provisions of this Article Eleven shall not be deemed to limit or preclude indemnification of a Director by the Corporation for any liability of a Director which has not been eliminated by the provisions of this Article Eleven.

ARTICLE TWELVE
INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the FBCA, as the same exists or may hereafter be amended, indemnify and advance expenses to the directors and the officers of the Corporation in respect of their actions taken as director or officer of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged these Articles of Incorporation this 21st day of July, 1997.

A handwritten signature in cursive script, reading "Frank L. Williams", is written over a horizontal line.

Frank L. Williams,
Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Staffing Depot, Inc.
2. The name and address of the registered agent and office is: Frank L. Williams, 708 E. Colonial Dr., Orlando, Florida 32803.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

July 21, 1997
Date

Frank L. Williams
Frank L. Williams

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