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August 14, 1997

**SENT VIA FEDERAL EXPRESS, AIRBILL NO. 5045056995**

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

500002268275-1  
-08/15/97--01055--008

Re: Incorporation of Resource Staffing, Inc.

\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Pursuant to the incorporation of Resource Staffing, Inc., enclosed are the following:

1. Original and one (1) copy of fully executed Articles of Incorporation of Resource Staffing, Inc.;
2. Check in the amount of \$122.50 to cover the following items:

(a) Filing Fees	\$35.00
(b) Certified Copy of Articles	\$52.50
(c) Registered Agent Designation	<u>\$35.00</u>

TOTAL \$122.50

3. Please certify the enclosed executed copy of the Articles of Incorporation and return same to the undersigned.

AUG 18

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Very truly yours,

*Cat L. Brower*

Cat L. Brower  
Legal Assistant

:cb  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
RESOURCE STAFFING, INC.**

**FILED**

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CLERK OF CIRCUIT COURT

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**Name**

The name of this corporation is RESOURCE STAFFING, INC.

**ARTICLE II**

**Principal Office/Mailing Address**

The principal office and mailing address of the corporation shall be 1000 North Magnolia Avenue, Suite A, Orlando, Florida 32803 until such time as the corporation notifies the Department of State of the State of Florida of any change.

**ARTICLE III**

**Term of Existence**

This corporation shall have perpetual existence.

**ARTICLE IV**

**Purpose**

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE V**

**Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock, having a par value of \$.01 per share.

**ARTICLE VI**  
**Restriction on Transfer of Shares**

Pursuant to the provisions of Section 607.0627 of the Florida Business Corporation Act, transfer of shares of this corporation shall be restricted in that a shareholder must, prior to transferring the shares, offer the corporation an opportunity to acquire the restricted shares. This restriction does not apply to any gift, devise or other transfer to a shareholder's spouse, to a shareholder's children or to any trust of which the shareholder's spouse or shareholder's children are the beneficiaries. Any such shares acquired by the corporation may be reissued in the same manner as other authorized, but unissued, shares. For purposes of this Article, "shares" includes a security convertible into or carrying a right to subscribe for or acquire shares.

**ARTICLE VII**  
**Initial Registered Agent and Registered Office**

The name and address of the registered agent and registered office of this corporation shall be as follows:

R. Bennett Herring  
1000 North Magnolia Avenue, Suite A  
Orlando, Florida 32803

**ARTICLE VIII**  
**Initial Board of Directors**

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than TWO (2).

The names and addresses of the initial directors of the corporation are:

Robert R. Herring  
1000 N. Magnolia Ave., Suite A  
Orlando, FL 32803

R. Bennett Herring  
1000 N. Magnolia Ave., Suite A  
Orlando, FL 32803

**ARTICLE IX**  
**Incorporators**

The name and street address of the initial incorporator signing these Articles of Incorporation is:

R. Bennett Herring  
1000 N. Magnolia Ave., Suite A  
Orlando, FL 32803

**ARTICLE X**  
**DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of the corporation.

**ARTICLE XI**  
**Bylaws**

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the shareholders.

**ARTICLE XII**  
**Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, as provided by the Bylaws.

**ARTICLE XIII**  
**SHAREHOLDERS QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XIV**  
**REMOVAL OF DIRECTORS**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors may be removed, with or without cause, by a vote of the holders of a majority of

the shares then entitled to vote at an election of directors.

**ARTICLE XV**  
**INFORMAL ACTION OF DIRECTORS**

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XVI**  
**Amendment of Articles of Incorporation**

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

**ARTICLE XVII**  
**EFFECTIVE DATE OF INCORPORATION**

This corporation shall be deemed to have come into existence on the date these Articles of Incorporation are executed.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14<sup>th</sup> day of August, 1997.

R. Bennett Herring  
R. Bennett Herring, Incorporator

THE UNDERSIGNED hereby accepts the office of registered agent and confirms that he is familiar with the obligations of that position as set forth in Chapter 607, Florida Statutes (1996).

R. Bennett Herring  
R. Bennett Herring, Registered Agent

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