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August 25, 1997

SENT VIA FEDERAL EXPRESS, AIRBILL NO. 5045057006

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

Re: Resource Staffing, Inc. - Restated and Amended Articles of Incorporation

Dear Sir/Madam:

Enclosed for filing please find the Restated and Amended Articles of Incorporation in regard to the above-referenced corporation, as well as a check in the amount of \$87.50 for the required filing fee (\$35.00) and certified copy (\$52.50). Please return a certified copy of the Articles of Incorporation to the undersigned upon completion of filing.

Thank you.

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-08/26/97-01053-004
*****87.50 *****87.50

Very truly yours,

Cat L. Brower

Cat L. Brower
Legal Assistant to
Bradley J. Davis

:cb
Enclosures

all
P970000 71219
SP8
Amended Restated
cert copy
8.25.97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 AUG 25 PM 2:22

APPROVED
AND
FILED

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RESOURCE STAFFING, INC.**

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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

ARTICLE VI
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 VII
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 VIII
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 IX
DIRECTORS' AUTHORITY TO FIX COMPENSATION

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

ARTICLE X
Bylaws

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

ARTICLE XI
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 XII
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 XIII
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 XIV
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 XV
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.

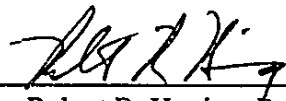
ARTICLE XVI
EFFECTIVE DATE OF INCORPORATION

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

These Amended and Restated Articles of Incorporation were duly adopted pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporate Act by the Board of Directors of the Corporation on August 22, 1997 and by the written consent of the holders of the issued and outstanding shares of Stock dated as of August 22, 1997. The number of votes cast in favor of these Amended and Restated Articles of Incorporation was sufficient for the approval by such holders.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed by its President and Secretary on August 25, 1997.

RESOURCE STAFFING, INC.

By: 
Robert R. Herring, President


R. Bennett Herring, Secretary