



THE COMPANY CORPORATION

1313 1/2 Market Street • Wilmington, Delaware 19801 • Telephone: (302) 575-6440 • Telex: (302) 575-1346

August 20, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/03/97--01035--014
*****70.00 *****70.00

RE: STAFF-LINK USA INC.
P3376326STLAN

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for STAFF-LINK USA INC.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

Regina Cephas
Regina Cephas
Vice President

enc.

FILED
97 SEP -2 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 9/2/97

ARTICLES OF INCORPORATION

OF

STAFF-LINK USA INC.

FILED

97 SEP -2 PM 12: 12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST:** The name of the corporation shall be **STAFF-LINK USA INC.**
- SECOND:** The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.
- THIRD:** The principal address of the corporation 26133 US 19 N., Suite 200, Clearwater, FL 33763.
- FOURTH:** The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH:** The total authorized stock of this corporation is divided into 25,000,000 shares at \$.001 par value.
- SIXTH:** The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:
- William T. Tuomey 2718 Meadow Wood Drive, Clearwater, FL 34621.
James A. Lang 26133 US 19 N. Suite 200, Clearwater, FL 33763.
- SEVENTH:** The duration of the corporation is perpetual.
- EIGHT:** This is a Close Corporation.
- NINTH:** The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Wendy Snow

c/o The Company Corporation
1313 N. Market Street
Wilmington, DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 19th day of August, 1997.

Wendy Snow
State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 19th day of August, by Wendy Snow.

Regina Cephas
Notary Public

REGINA CEPHAS
NOTARY PUBLIC DELAWARE
Appointed February 11, 1995
Term 4 Years

This document was prepared by Wendy Snow, 1313 N. Market Street, Wilmington, DE 19801 (302) 575-0440.

97 SEP -2 PM 12: 12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 43.091, Florida Statutes, the following is submitted:

desiring to organize under the laws of the State of Florida with its principal place of business located in the city of Cleawater, State of Florida, has named Larry Wolfe located at
200 - A John Knox Road, Tallahassee, FL 32303-6643

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Samuel R. Lyle

Date _____