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ACCOUNT NO. : 072100000032

REFERENCE : 567223 130699A

AUTHORIZATION :

Patricia Poynt

COST LIMIT : \$ 122.50

ORDER DATE : October 16, 1997

ORDER TIME : 10:46 AM

ORDER NO. : 567223-005

CUSTOMER NO: 130699A

500002321955--8

CUSTOMER: Benjamin A. Jablow, Esq
BENJAMIN A. JABLOW, ESQ

Suite 102
1680 Fruitville Road
Sarasota, FL 34236

DOMESTIC FILING

NAME: PROFESSIONAL STAFF MANAGEMENT
OF SOUTHWEST FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

FILED
97 OCT 16 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
97 OCT 16 AM 11:56
DIVISION OF CORPORATION

SN OCT 16 1997.

ARTICLES OF INCORPORATION OF

Professional Staff Management of Southwest Florida, Inc.

FILED
97 OCT 16 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation is **Professional Staff Management of Southwest Florida, Inc.**

ARTICLE TWO
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is

1520 Royal Palm Square Boulevard, Suite 210
Fort Myers, Florida 33919

ARTICLE THREE
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
2. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is TEN MILLION (10,000,000). Such shares shall be of a single class, and shall be without par value. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the board of directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and the holder of such shares shall not be liable for any further payment.

ARTICLE SIX REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

1800 Second Street, Suite 970
Sarasota, Florida 34236

The name of its initial registered agent at such address is Kevin J. Hubbart.

ARTICLE SEVEN MEETINGS OF THE BOARD OF DIRECTORS

Any action required or permitted to be taken by the board of directors of the corporation may be taken without a meeting if all members of the board individually or collectively consent in writing to such action. Such written consent or consents must describe the action taken and be signed by each director. Such action by written consent shall have the same force and effect as a unanimous vote of the directors.

ARTICLE EIGHT AMENDMENTS TO THE ARTICLES

The corporation reserves the right to amend, add to, or repeal any provision contained in these articles of incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

**ARTICLE NINE
INCORPORATORS**

The name and address of each incorporator is:

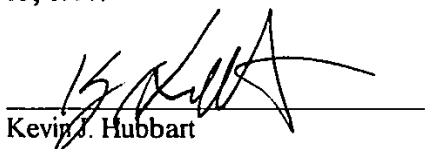
Name

Kevin J. Hubbard

Address

1800 Second Street, Suite 970
Sarasota, Florida 34236

In witness where, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the sole incorporator of this corporation, have executed these Articles of Incorporation on October 15, 1997.

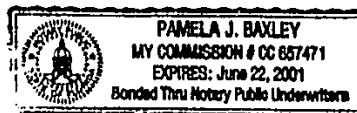

Kevin J. Hubbard

State of Florida
County of Sarasota

I certify that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared **Kevin J. Hubbard**, known to me to be the person described herein and who executed the above instrument and acknowledged before me that he executed the same.

Witness my hand and official seal in the above-mentioned county and state this 15th day of October, 1997.


Notary Public



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF FS §607.0501, 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: Professional Staff Management of Southwest Florida, Inc.
2. The name and address of the registered agent and office is:

Kevin J. Hubbart
1800 Second Street, Suite 970
Sarasota, Florida 34236

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.


Kevin J. Hubbart

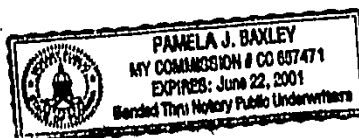
DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL

State of Florida
County of Sarasota

I certify that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared **Kevin J. Hubbart**, known to me to be the person described herein and who executed the above instrument and acknowledged before me that he executed the same.

Witness my hand and official seal in the above-mentioned county and state this 15th day of October, 1997.


Notary Public



FILED
OCT 16 PM 1:40
TALLAHASSEE, FLORIDA