

10/17/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: WORK FORCE STAFFING, INC.

AUDIT NUMBER.....H97000017338

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
OF
WORK FORCE STAFFING, INC.

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FILED
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the State of Florida.

ARTICLE I

The name of the corporation is WORK FORCE STAFFING, INC.

ARTICLE II
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

PREPARED by COLIN ROBINSON
ROBINSON & COMPANY
17645 NW 17TH AVE, MIAMI, FL 33156
PHONE: (305) 681 1833/6379

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ARTICLE V

The name of the initial registered agent of this corporation is JOAN BROWN state address of the initial registered office of the corporation in the State of Florida is 5775 NW 58TH AVENUE, APT. #G103, TAMARAC, FL 33319.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial Director is:

JOAN BROWN

5775 NW 58TH AVENUE, APT. #G103
TAMARAC, FL 33319

ARTICLE VII INCORPORATION

The name and address of the incorporator of these articles of Incorporation is JOAN BROWN, 5775 NW 58TH AVENUE, APT. #G103, TAMARA, FLORIDA 33319.

ARTICLE VIII BYLAWS

The name and address of the incorporator of these articles of Incorporation is JOAN BROWN of 5775 NW 58TH AVENUE, APT. #G103, TAMARAC, FLORIDA 33319.

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ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 17 day of OCT 1997.

Joan Brown
JOAN BROWN

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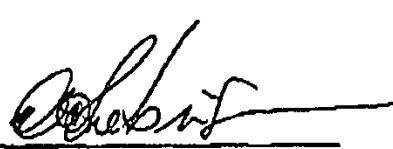
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared JOAN BROWN known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he acknowledged before me that he executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 17 day of Oct 1997.



"OFFICIAL SEAL"
Colin O. Robinson
My Commission Expires 9/5/98
Commission #CC 405099


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes
the following is submitted:

FIRST that WORK FORCE STAFFIG, INC. desiring to organize or
qualify under the laws of the State of Florida with its principal
place of business at 5775 NW 58TH AVENUE, APT. #G103, TAMARAC,
FLORIDA 33319 has named JOAN BROWN, of 5775 NW 58TH AVENUE, APT.
G103, TAMARAC, FLORIDA 33319, as its agent to accept service of
process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated
corporation, at place designated in this Certificate, I hereby am
familiar with and accept the duties and responsibilities as
registered agent for said corporation.

Dated this 17th day of Oct, 1997.

BY: Joan Brown
JOAN BROWN
Registered Agent

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TAMARAC, FLORIDA