

P97000091045

October 18, 1997

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

VIA CERTIFIED MAIL -
RETURN RECEIPT REQUESTED

Re: MANPOWER MAINTENANCE, INC.

000002326050--8
-10/21/97--01071--010
*****70.00 *****70.00

Gentlemen:

Enclosed herewith please find the following
for incorporation:

1. Two (2) copies of Articles of
Incorporation of MANPOWER MAINTENANCE, INC.
2. Money Order in the sum of SEVENTY
DOLLARS (\$70.00).

Kindly incorporate this company as soon as
possible and return to:

WILFRED ALLAN WEBB
9760 S.W. 18th TERRACE
MIAMI, FLORIDA 33157.

Thank You,
Wilfred Allan Webb

FILED
97 OCT 21 PM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MANPOWER MAINTENANCE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provision of the Laws of said State, providing for the information, liabilities, rights and privileges of a corporation for profit.

ARTICLE I

NAME, ADDRESS AND AGENT

The name of the corporation shall be MANPOWER MAINTENANCE, INC. here and thereafter referred to as the corporation. The official office shall be located at 9760 S.W. 181st Terrace, Miami, Florida 33157, County of Dade. The Registered Agent shall be Wilfred Allan Webb.

ARTICLE II

NATURE OF BUSINESS

The general nature of this corporation is to engage in any and all lawful activity for which corporations may be organized under the Business Corporation Law. The corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body.

ARTICLE III

CAPITAL STOCK

The capital stock of the corporation shall consist of ONE HUNDRED (100) SHARES at no par value per share.

ARTICLE IV

INITIAL CAPITAL

The corporation shall have perpetual existence.

ARTICLE V

BOARD OF DIRECTORS

The amount of Capital with which the corporation shall begin business shall be not less than ONE HUNDRED DOLLARS (\$100.00).

ARTICLE VI

TERM OF EXISTENCE

The board of directors shall consist of not less than two (2) persons.

ARTICLE VII

INITIAL DIRECTORS AND OFFICERS

The name and addresses of the first Board of Directors who subject to these Articles of Incorporation shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified are the following:

NAME	ADDRESS	TITLE
Wilfred Allan Webb	9760 S.W. 181 st Terrace Miami, Florida 33157	PRESIDENT
Chastine Maria Webb	9760 S.W. 181 st Terrace Miami, Florida 33157	SECRETARY

ARTICLE VIII

BY-LAWS

The regulation of the business and the conduct of the affair of the corporation and the provision creating and limiting the powers of the corporation, the directors and the stockholders, or any class of stockholders of the corporation, shall be controlled by the By-Laws which shall be adopted by stockholders of the corporation as soon as practicable after the corporation shall be formed which said By-Laws may from time to time and whenever necessary, by ammended by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned have made and signed these Articles of Incorporation at Miami, Florida, Dade County for the purposes aforesaid.

WITNESSES:

Agnes Ellington

Wilfred A Webb
Wilfred Allan Webb
President

Agnes Ellington

Chastine M Webb
Chastine Maria Webb
Secretary

FILED
97 OCT 21 PM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Ssection 607.0501, Florida Statutes, 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:

MANPOWER MAINTENANCE, INC.

2. The name and address of the registered agent and office is:

Wilfred Allan Webb
9760 S.W. 181st Terrace
Miami, Florida 33157

I hereby accept the appointment as Registered Agent and agree to act in this capacity by accepting service of process for the above stated corporation.

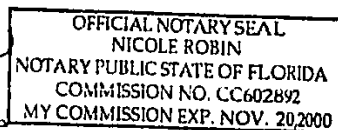
Signature:


Wilfred Allan Webb

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I, HEREBY CERTIFY, that on this 18th day of October, 1997, before me personally appeared the undersigned authority: Wilfred Allan Webb as President and Chastine Maria Webb as Secretary, to me well known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation. *As shown Wilfred Webb FDL#W100881550200 Chastine Webb Passport Cayman Islands # 604 006815*
IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, County of Dade, State of Florida, this 18th day of October, 1997.

Nicole Robin
NOTARY PUBLIC
State of Florida at Large



My Commission Expires: November 20, 2000