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LAW OFFICES OF

STUART R. MORRIS, P.A.

STUART R. MORRIS, ESQ.  
CERTIFIED PUBLIC ACCOUNTANT  
BOARD CERTIFIED-WILLS, TRUSTS & ESTATES  
CERTIFIED ELDER LAW ATTORNEY BY NELS  
GREGORY S. BLOSHINSKY, ESQ.

CRYSTAL CORPORATE CENTER  
2500 NORTH MILITARY TRAIL  
SUITE 175  
BOCA RATON, FLORIDA 33431

561-995-7650 (BOCA RATON)  
954-726-1214 (BROWARD)  
305-682-8330 (AVENTURA)  
FAX: 561-995-8620  
E-MAIL: srmorris@gate.net

PRACTICING EXCLUSIVELY IN:  
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March 27, 1998

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

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-04/01/98--01053--010  
\*\*\*\*122.50 \*\*\*\*122.50

RE: ULTIMATE STAFFING SOLUTIONS, INC.  
OUR FILE NO: 20401.002

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation and our check in the amount of \$122.50 representing the filing fees for the above captioned Corporation.

Kindly return the certified copy of the Articles of Incorporation in the enclosed, postage, prepaid envelope at your earliest convenience.

Should you have any questions or problems, please do not hesitate to contact this office.

Very truly yours,

LAW OFFICES OF STUART R. MORRIS, P.A.

Stuart R. Morris

SRM/kv  
Enc.

FILED  
98 APR -1 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ADDITIONAL OFFICES:

FORT LAUDERDALE: 7880 NORTH UNIVERSITY DRIVE, SUITE 201, FORT LAUDERDALE, FLORIDA 33321

AVENTURA: 20801 BISCAYNE BOULEVARD, SUITE 420, AVENTURA, FLORIDA 33180

**ARTICLES OF INCORPORATION**  
**OF**  
**ULTIMATE STAFFING SOLUTIONS, INC.**

FILED  
98 APR - 1 AM 9:48  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

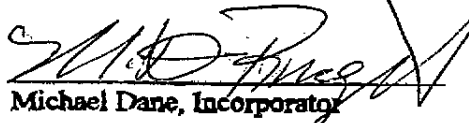
The undersigned incorporator(s) for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the corporation is **ULTIMATE STAFFING SOLUTIONS, INC.**, a Florida Corporation (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is: **C/O: LAW OFFICES OF STUART R. MORRIS, P.A., 2500 N. Military Trail, Suite 175, Boca Raton, Florida 33431.**
- THIRD:** The Corporation is authorized to issue 100,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: **2500 N. Military Trail, Suite 175, Boca Raton, Florida 33431**, and the registered agent at this address is **Law Office of Stuart R. Morris, P.A.**
- FIFTH:** The name and address of the incorporator of the Corporation is: **Stuart R. Morris, LAW OFFICES OF STUART R. MORRIS, P.A., 2500 N. Military Trail, Suite 175, Boca Raton, Florida 33431.**
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have five directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of the Corporation are:

**Michael Dane, 1500 South Ocean Drive, Apartment 3D, Hollywood, Fl 33019**  
**Deborah Lynn Romano, 7152 Woodmont Avenue, Tamarac, Fl 33321**  
**Ann Walters, 3620 N. Park Road, Hollywood, Fl 33021**  
**Brenda O'Leary, 11003 NW 24th Street, Sunrise, Fl 33322**  
**Donna Friedman, 2701 N. Course Drive, Apartment 726, Pompano Beach, Fl 33069**

- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisition.
- TENTH:** The corporate existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this \_\_\_\_ day of \_\_\_\_\_, 1998.

  
Michael Dane, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

LAW OFFICES OF STUART R. MORRIS, P.A.

By:

Stuart R. Morris,  
Authorized Representative

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98 APR - 1 AM 9:14 8  
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