

P980000 41509

April 30, 1998

Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32301

000002510420--9
-05/05/98--01023--003
****122.50 ****122.50

Subj: Incorporation of SOURCE 1 STAFFING, INC.

Dear Sir:

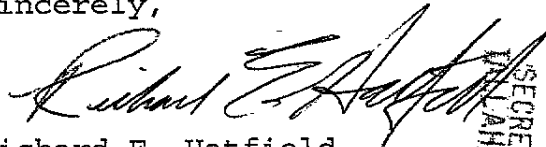
Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$122.50 to cover the filing fees.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937.

Thank you for your assistance in this matter.

Sincerely,



Richard E. Hatfield

APPROVED
AND
FILED
90 MAY -5 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAY 7 1998

ARTICLES OF INCORPORATION

OF

SOURCE 1 STAFFING, INC.

ARTICLE I. NAME

The name of this corporation is

SOURCE 1 STAFFING, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

98 MAY -5 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1900 S. Harbor City Blvd., Suite 225, Melbourne, Florida, 32901, and the name of the initial registered agent of this corporation at that address is RICHARD E. HATFIELD.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation are:

RICHARD E. HATFIELD
1530 Halstead Avenue
Palm Bay, Florida 32907

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 1900 S. Harbor City Blvd., Suite 225, Melbourne, Florida 32901, and the mailing address of the corporation is 1900 S. Harbor City Blvd., Suite 225, Melbourne, Florida 32901.

ARTICLE IX. INCORPORATOR


The name and address of the person signing these articles are:

RICHARD E. HALSTEAD
1530 Halstead Avenue
Palm Bay, Florida 32907

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 30th day of April, 1998.



RICHARD E. HATFIELD

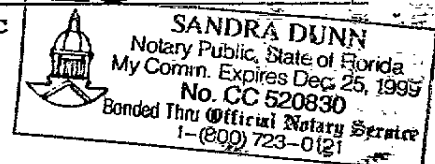
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared RICHARD E. HATFIELD to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal, in the County and State named above this 30th day of April, 1998.

PL/PL# H314-745-70-332-0


Notary Public



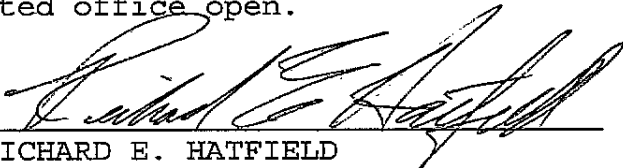
DESIGNATION
AS
REGISTERED AGENT

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

That SOURCE 1 STAFFING, INC., desiring to organize under the laws of the State of Florida, with its principal office at 1900 S. Harbor City Blvd., Suite 225, Melbourne, Brevard County, Florida 32901, has named RICHARD E. HATFIELD, located at 1900 S. Harbor City Blvd., Suite 225, Melbourne, Brevard County, Florida 32901, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



RICHARD E. HATFIELD
Registered Agent

APPROVED
AND
FILED
98 MAY -5 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA