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John L. Maloney

ATTORNEY AT LAW

FILED
98 JUN 18 PM 1:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

June 15, 1998

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

100002564131--6
-06/18/98-01048-011
****122.50 ****122.50

Re: Incorporation of Temp-Link USA, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of the above named corporation. Also enclosed is a check in the amount of \$122.50 for filing, registered agent designation and certified copy.

Please process this at your earliest convenience and return the certified copy of the Articles of Incorporation in the enclosed self-addressed, stamped envelope.

If you have any questions, please do not hesitate to call.

Very truly yours,

John L. Maloney

John L. Maloney, Esquire

JLM:kam
Enclosures
cc: Mr. William Tuomey

6-19-98
WLM

ARTICLES OF INCORPORATION

OF

Temp-Link USA, Inc.

ARTICLE I

NAME

The name of the Corporation is Temp-Link USA, Inc., whose business address shall be 1207 North Himes Suite 1, Tampa, Florida 33607.

ARTICLE II

DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Department of State of Florida.

ARTICLE III

PURPOSES

This Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

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ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of this Corporation is 3663 Central Avenue, St. Petersburg, Florida, 33713. The name of the initial registered agent of this Corporation at that address is John L. Maloney.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have five Directors initially. The number of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

NAME	ADDRESS
William Tuomey	26133 U.S. Highway 19 North, Suite 200 Clearwater, Florida 33763
James Lang	26133 U.S. Highway 19 North, Suite 200 Clearwater, Florida 33763
Reuben LaBrado	5040 N.W. 7 th Street, Suite 450 Miami, Florida 33126
John Provenzano	1207 N. Himes Ave. Suite One Tampa, Florida 33607
Armando Escobar	5040 N.W. 7 th Street, Suite 450 Miami, Florida 33126

ARTICLE VII

RIGHTS OF INITIAL DIRECTORS

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a

Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the Amendment.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is John L. Maloney of 3663 Central Avenue, St. Petersburg, Florida 33713.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify the incorporator, any officer or Director or any former officer or Director, to the full extent permitted by law.

ARTICLE X

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

ARTICLE XI

COMPENSATION FOR OFFICERS

Until rescinded by vote of a majority of the Shareholders, the Board of Directors of the Corporation shall be entitled to fix officers' salaries and other compensation whether or not any one or more officer also serves as Director of the Corporation.

ARTICLE XII

SHAREHOLDER RESCISSION NOTICE

The Corporation shall not sell shares of stock in the Corporation to five or more persons without giving the fifth and each successive purchaser a notice of their right to rescind the purchase within three days after the first tender of consideration for the purchased shares pursuant to Florida Statute §517.061 (11) (a) (5).

ARTICLE XIII

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XIV

PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE XV

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual

election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XVI

CUMULATIVE VOTING

In any election of Directors by the Shareholders, each Shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of Directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any Shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of Directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this Corporation.

ARTICLE XVII

STOCK TRANSFER RESTRICTIONS

Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of \$.50 per share by each proposed Shareholder.

Shareholder	Number of Shares
William Tuomey	166.6
James Lang	166.6
Armando Escobar	166.6

Reuben LaBrado 166.6

John Provenzano 333.3

Payment or consideration must be tendered to the Corporation within thirty (30) days after the Secretary of State has accepted and filed the Articles of Incorporation. Upon payment, the shares shall be considered issued. Payment not made within the thirty day period shall forfeit the subscription rights herein granted.

Shares held by each Shareholder whether or not hereafter acquired may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by Bylaws/written agreement among the Shareholders, which Bylaws/agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE XVIII

AMENDMENT OF ARTICLES

The Board of Directors shall have no authority to alter or amend the Articles of Incorporation unless consent is first given by a majority action of the Shareholders of the Corporation.

ARTICLE XIX

"S" ELECTION RESTRICTION

Each Shareholder, by acquiring shares of any class of stock in the Corporation, agrees to so vote his shares as to cause the Corporation to be taxed as an "S" Corporation and to not sell, convey or assign any of said acquired shares of stock to any person or entity

which would cause loss of an "S" Corporation election under the provisions of the Internal Revenue Code unless a majority of the Shareholders shall approve the loss of an "S" Corporation election.

ARTICLE XXII

ANNUAL EVALUATION OF STOCK

On or before April 1 of each year, the Corporation, if conducting business in Florida, shall give its Florida stockholders of record as of the preceding December 31 a written notice reflecting the just value of each class of its stock subject to an annual tax under Chapter 199 Florida Statutes.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 15th day of June, 1998.

John L. Maloney
INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 15th day of June, 1998, by John L. Maloney, who is personally known to me or who has produced a driver's license as identification and who did/did not take an oath.

Catherine Anne Jermont
Printed Name
Notary Public
Serial Number, if any: #CC 640280



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Temp-Link USA, Inc. which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept the obligations of that position.

Dated this 15th day of June, 1998.

John L. Maloney
REGISTERED AGENT

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