

P980000067927



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 915214 9472A

AUTHORIZATION :

COST LIMIT : \$ PPD ..

ORDER DATE : August 4, 1998

ORDER TIME : 11:09 AM

ORDER NO. : 915214-005

CUSTOMER NO: 9472A

CUSTOMER: Charles Dale, Esq
CHARLES S. DALE, ESQUIRE

414 N.e. 4th Street

Ft. Lauderdale, FL 33301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -4 PM12:48

DOMESTIC FILING

NAME: ABACUS STAFFING COMPANY

EFFECTIVE DATE:

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****122.50 ****122.50

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

RECEIVED
98 AUG 11 AM 11:26
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
ABACUS STAFFING COMPANY**

FILED
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DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be:

ABACUS STAFFING COMPANY

ARTICLE II

The general nature of the business to be transacted by this Corporation shall be:

To engage in the business of office staffing services.

To engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act;

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks, mortgages and licenses in the State of Florida and in all other states and counties.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred Shares (100) of common stock with no par value per share. The actual consideration to be paid for each share shall be fixed by the Stockholders.

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

The initial post office address of the principal office of this corporation in the State of Florida shall be 2298 Boca Raton Blvd., Suite 15, Boca Raton, Florida 33431, and this corporation's mailing address shall be the same. The Stockholders may, from time to time, move the principal office to any other business in the State of Florida. The Registered Agent shall be: Charles S. Dale, 414 NE Fourth Street, Fort Lauderdale, Florida 33301.

ARTICLE VI

The corporation shall not have a Board of Directors, rather it shall be governed by its Stockholders.

ARTICLE VII

The name and post office address of the incorporator of these Articles of Incorporation is:

Charles S. Dale 414 N. E. Fourth Street
Fort Lauderdale, FL 33301

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders' meeting by a majority of the stock entitled to vote therein.

ARTICLE IX

No contract or other transaction between the corporation and any other corporation, and no act of the corporation, shall in any way be affected or invalidated by the fact that any of the shareholders of the corporation are pecuniarily or otherwise interested in, or are shareholders, directors or officers of, such other corporation. Any shareholder individually, or any firm of which any shareholder may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction, of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the shareholders or a majority thereof, and any shareholder of the corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any shareholder's meeting of the corporation.

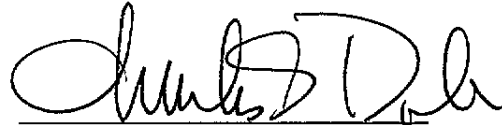
which shall authorize any such contract or transaction, with like force and effect as if he were not such a shareholder, director or officer of such other corporation, or not so interested.

ARTICLE X

The corporation shall indemnify its officers to the fullest extent permitted by law either now or hereafter.

I, the undersigned, being the original incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of said corporation.

Witness my hand and seal on this 3 day of August, 1998.



CHARLES S. DALE
414 NE Fourth Street
Fort Lauderdale, FL 33301
(954) 462-7472

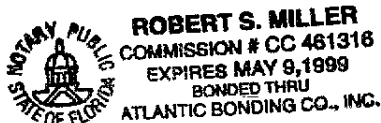
STATE OF FLORIDA)
COUNTY OF BROWARD)

3 The foregoing instrument was acknowledged before me on this 3 day of August, 1998, by **CHARLES S. DALE**, the person described in the foregoing Articles of Incorporation, and he acknowledged to and before me that he subscribed to these Articles of incorporation. He is personally known to me.

Notary Public



My Commission Expires:



To: The Department of State
Tallahassee, Florida 32304

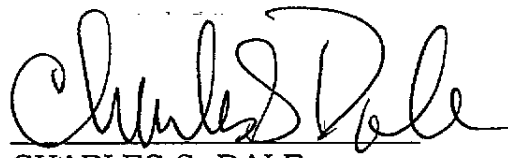
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**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 of the Florida Business Corporation Act, the following is submitted:

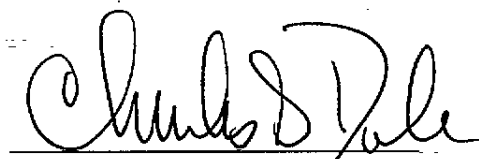
ABACUS STAFFING COMPANY, with its place of business 2298 Boca Raton Blvd., Suite 15, Boca Raton, Florida 33431 has named **CHARLES S. DALE** located at 414 NE Fourth Street, Fort Lauderdale, Florida 33301, as its agent to accept service of process within Florida.

Dated: August 3, 1998.


CHARLES S. DALE
Incorporator

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0501 of the Florida Business Corporation Act.

Dated August 3, 1998


CHARLES S. DALE
Registered Agent