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ATTORNEYS' TITLE

Requestor's Name

Address

City/State/Zip

Phone #

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98 AUG 12 PM 4:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. THE STAFFING SOURCE, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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P. Hall AUG 12 1998

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
THE STAFFING SOURCE, INC.

FILED  
98 AUG 12 PM 4:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE STAFFING SOURCE, INC.

The address of the principal office of this corporation shall be 11300 Fourth Street North, Suite 200, St. Petersburg, Florida 33716-2940, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 11300 Fourth Street North, Suite 200, St. Petersburg, Florida 33716-2940, and the name of the initial registered agent of the corporation at that address is James M. Chadwick, Esquire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Laurel J. Chadwick Director	11300 Fourth Street North, Suite 200 St. Petersburg, FL 33716-2940
James M. Chadwick Director	11300 Fourth Street North, Suite 200 St. Petersburg, FL 33716-2940
Ann Fleeting Director	11300 Fourth Street North, Suite 200 St. Petersburg, FL 33716-2040

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

James M. Chadwick  
11300 Fourth Street North, Suite 200  
St. Petersburg, FL 33716-2940

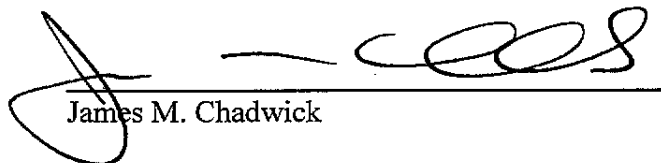
ARTICLE VIII. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE IX. AMENDMENT

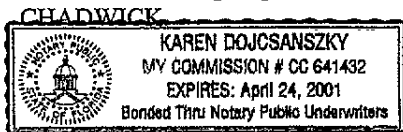
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of August, 1998.

  
James M. Chadwick

STATE OF FLORIDA            )  
COUNTY OF PINELLAS        )

The foregoing instrument was acknowledged before me this 11th day of August, 1998 by JAMES M.



(Seal)

My commission expires:

  
Notary Public

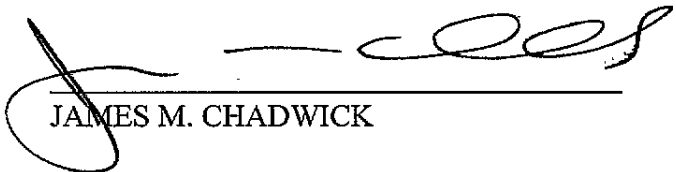
**CERTIFICATE DESIGNATING  
REGISTERED AGENT AND STREET ADDRESS  
FOR SERVICE OF PROCESS WITHIN FLORIDA**

**FILED**  
98 AUG 12 PM 4: 32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute 48.091, THE STAFFING SOURCE, INC., desiring to organize under the laws of the State of Florida, hereby designates **James M. Chadwick**, located at 11300 Fourth Street North, Suite 200, St. Petersburg, Florida 33716-2940, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation at the place designated above, and agrees to comply with the provisions of Florida Statute 48.091(2) relative to maintaining an office for the service of process.

  
\_\_\_\_\_  
JAMES M. CHADWICK