

P98000081002



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 965130 4656E

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pignatelli

ORDER DATE : September 17, 1998

ORDER TIME : 12:19 PM

ORDER NO. : 965130-005

CUSTOMER NO: 4656E

000002642570--2

CUSTOMER: Michele J. Turton, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL
Suite 2050
111 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: PEOPLESOLUTIONS U.S.A., INC.

EFFECTIVE DATE:

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: Tamara Odom

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 17 AM 9:40

RECEIVED
98 SEP 17 PM 2:37
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
PeopleSolutions U.S.A., Inc.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 17 AM 9:40

ARTICLE I - NAME

The name of this corporation is **PeopleSolutions U.S.A., Inc.**

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation is 3001 N. Rocky Point Drive E., Suite 200, Tampa, Florida 33607. The initial mailing address of the corporation is 3001 N. Rocky Point Drive E., Suite 200, Tampa, Florida 33607.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having a par value of \$.0001 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 1201 Hays Street, Tallahassee, Florida 32301-2607, and the initial registered agent of the corporation at that address is the Corporation Service Company.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
E. Thom Rumberger, Jr.	111 North Orange Avenue 20 th Floor Orlando, Florida 32801

ARTICLE VI - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the corporation.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument
this 17 day of September, 1998.

By: E. Thom Rumberger, Jr.
E. Thom Rumberger, Jr.
Incorporator

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That **PeopleSolutions U.S.A., Inc.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1201 Hays Street, Tallahassee, Florida 32301-2607, has named the Corporation Service Company as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Date: 9/10, 1998



Corporation Service Company, Registered Agent

Karen B. Rozar, Asst. Sec.
Corporation Service Company

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 17 AM 9:40