



ACCOUNT NO. : 072100000032

REFERENCE : 966768 4303929

AUTHORIZATION :

COST LIMIT : \$122.50
Patricia Pizulo

ORDER DATE : September 18, 1998

ORDER TIME : 11:29 AM

ORDER NO. : 966768-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAUIG

500002643345--3

1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: ~~EXECUSTAFF, INC.~~

EFFECTIVE DATE: _

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (1) CERTIFIED COPY
XX (1) PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

2544
W98-2470

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 18 AM 8:50

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98 SEP 18 5:12:11
DIVISION OF CORPORATION



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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 18 AM 8:50

September 18, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: EXECUSTAFF, INC.
Ref. Number: W98000021470

RESUBMIT

Please give original
submission date as file date.

We have received your document for EXECUSTAFF, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 898A00047435

ARTICLES OF INCORPORATION
OF
EXECUSTAFF PERSONNEL, INC.

FILED
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DIVISION OF CORPORATIONS
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ARTICLE I

The name of the corporation is EXECUSTAFF PERSONNEL, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 21863 Palm Grass Drive, Boca Raton, Florida 33428.

ARTICLE III

This Corporation shall have authority to issue Ten Thousand (10,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 21863 Palm Grass Drive, City of Boca Raton, County of Palm Beach, State of Florida 33428, and the name of its initial registered agent at such office is Arthur P. Ward.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number

of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Arthur P. Ward
21863 Palm Grass Drive
Boca Raton, Florida 33428

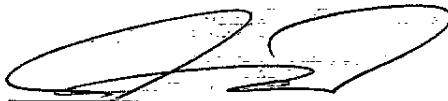
ARTICLE VII

The name of the Incorporator is Arthur P. Ward and the address of the Incorporator is 21863 Palm Grass Drive, Boca Raton, Florida 33428.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 16 day of September, 1998.



Arthur P. Ward - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of EXECUSTAFF PERSONNEL, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Arthur P. Ward - Registered Agent

Dated: September 16, 1998

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