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ACCOUNT NO. : 072100000032

REFERENCE : 005124 80881A

AUTHORIZATION : Patricia P...

COST LIMIT : \$ 70.00

ORDER DATE : October 22, 1998

ORDER TIME : 1:28 PM

ORDER NO. : 005124-005

800002670618--6

CUSTOMER NO: 80881A

CUSTOMER: Joan W. Byrd, Legal Assistant
FASSETT ANTHONY & TAYLOR,
FASSETT ANTHONY & TAYLOR,
Orange Bank Bldg., Suite 500
14 East Washington Street
Orlando, FL 32801

DOMESTIC FILING

NAME: SELECT RECRUITING SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

Handwritten initials and date 10/23/98

RECEIVED DIVISION OF CORPORATION
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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

SELECT RECRUITING SERVICES, INC.

The undersigned incorporators to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be SELECT RECRUITING SERVICES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 525 Delaney Park Drive, Orlando, Fl 32806.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business purposes.

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right

or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 754 Ellwood Avenue, Orlando, Fl 32804.

The name of the initial registered agent of this corporation at that address shall be Randall J. Welsh.

ARTICLE VII - INITIAL 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 two Directors, initially. The name and street address of the initial members of the Board of Directors is:

<u>Name</u>	<u>Address</u>
Randall J. Welsh	754 Ellwood Avenue Orlando, Florida 32804
Felixon A. Guadalupe	525 Delaney Park Drive Orlando, Florida 32806

ARTICLE VIII - OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Felixon A. Guadalupe	525 Delaney Park Drive Orlando, Fl 32806	President/ Director
Randall J. Welsh	754 Ellwood Avenue Orlando, Fl 32804	Vice President/ Secretary/ Treasurer

ARTICLE IX - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE X - SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE XI - INDEMNITY

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or other officer may be entitled.

ARTICLE XII - INCORPORATOR

The following is the name and street address of the Incorporators to these Articles of Incorporation:

Randall J. Welsh
754 Ellwood Avenue
Orlando, Florida 32804

Felixon A. Guadalupe
525 Delaney Park Drive
Orlando, Florida 32806

ARTICLE X - BY-LAWS

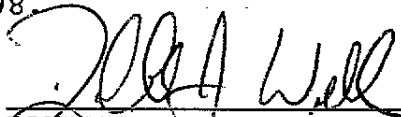
The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of

this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

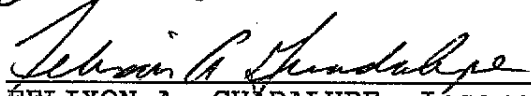
ARTICLE XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 21st day of October, 1998.



RANDALL J. WELSH, Incorporator (SEAL)



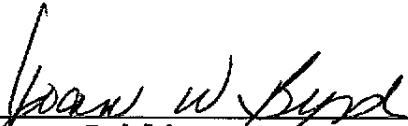
FELIXON A. GUADALUPE, Incorporator (SEAL)

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared RANDALL J. WELSH and FELIXON A. GUADALUPE, to me known to be the persons described as the Incorporators and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to

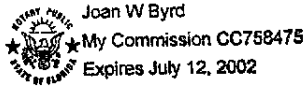
those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last
aforesaid this 21st day of October, 1998.



Notary Public
Print Name: Joan W. Byrd
My commission expires:
Commission No.:

(SEAL)



CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED

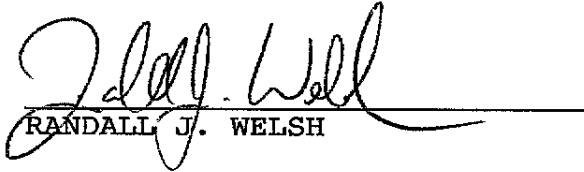
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 22 AM 10:07

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

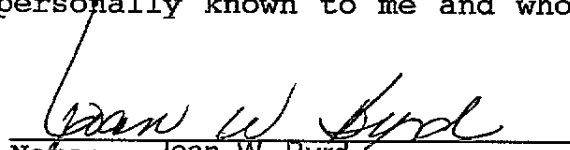
THAT, SELECT RECRUITING SERVICES, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named as its Registered Agent Randall J. Welsh, 754 Ellwood Avenue, Orlando, Florida 32804, to accept service of process within this State.


ACKNOWLEDGMENT


Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


RANDALL J. WELSH

SWORN TO AND SUBSCRIBED before me this 21st day of October, 1998 by RANDALL J. WELSH, who is personally known to me and who did take an oath.


Name: Joan W. Byrd
Notary Public, State of Fla.
Serial No. _____
My commission expires: _____

 Notary Public
Joan W Byrd
My Commission CC758475
Expires July 12, 2002

 Notary Public
Joan W Byrd
My Commission CC758475
Expires July 12, 2002