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November 10, 1998

P980000 96532

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

900002685559--4
-11/12/98--01039--009
*****70.00 *****70.00

Re: XTRA HELP, INC.

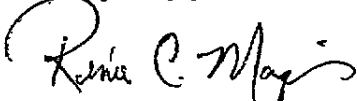
Dear Sir or Madam:

Enclosed herewith are:

1. Articles of Incorporation for XTRA HELP, INC. (and copy);
2. Certificate of Designation of Registered Agent/Registered Office; and
3. Our check in the amount of \$70.00.

Please provide a stamped "filed" copy of the Articles of Incorporation to this office in the enclosed stamped self-addressed envelope.

Very truly yours,



Renée C. Marquis

RCM:lml
Enclosures
cc: Shelby Grant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 AM 10:16

F. CHESSE* NOV 17 1998

ARTICLES OF INCORPORATION

OF

XTRA HELP, INC.

The undersigned incorporator, Shelby Grant, hereby forms XTRA HELP, INC., a corporation under Chapter 607 of the laws of the State of Florida.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 NOV 12 PM 10:16

ARTICLE I. NAME

The name of the corporation shall be: XTRA HELP, INC.

The address of the principal office of this corporation shall be 5288 Compass Cove, Ft. Pierce, Florida 34949, 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 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 5288 Compass Cove, Fort Pierce, Florida 34949, and the name of the initial registered agent of the corporation at that address is Shelby Grant.

ARTICLE V. TERM OF EXISTENCE

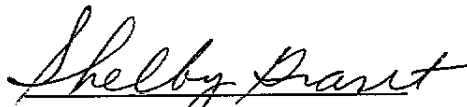
This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

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

SHELBY GRANT, 5288 Compass Cove, Fort Pierce, Florida, 34949.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 6
day of Nov., 1998.


SHELBY GRANT
Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: XTRA HELP, INC.

2. The name and address of the registered agent and office is:

Shelby Grant

(Name)

5288 Compass Cove

(P.O. Box not acceptable)

Fort Pierce, FL 34949

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Shelby Grant
(Signature)

11-6-98

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 AM 10:16

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL