

P99000035613

Andrew Thiel
Fusion Personnel Solutions, Inc.
18331 Pines Boulevard, Suite 155
Pembroke Pines, FL 33029

April 9, 1999
Secretary of State
Division of Corporations
George Firestone Building
409 E. Gaines Street
Tallahassee, Florida 32399

600002841966--5

-04/16/99-01054-007

****122.50 *****78.75

RE: Fusion Personnel Solutions, Inc.

Dear Sir/Madam:

I am enclosing the original Articles of Incorporation of Fusion Personnel Solutions, Inc. together with a check in the amount of \$122.50 representing filing fees therefore.

Thank you for your cooperation and assistance.

Sincerely,



ANDREW THIEL

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/16/99
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ARTICLES OF INCORPORATION

OF

FUSION PERSONNEL SOLUTIONS, INC.

The undersigned subscribers to these Articles of Incorporation, who are natural persons competent to contract, hereby forms and associates to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

FUSION PERSONNEL SOLUTIONS, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business and the object and purpose to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as a natural person might or could do, viz:

- (a) To provide personnel services.
- (b) To do any and all things necessary, proper or convenient for or incident to the furtherance of the powers and purposes herein mentioned.
- (c) To exercise any power and authority and to engage in any business activity which may be done by a profit corporation organized and existing under and by virtue of Chapter 607, Florida Statutes, it being the intent that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes.

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TALLAHASSEE, FLORIDA

ARTICLE III. CAPITAL STOCK

The maximum number of shares of the capital stock which this corporation shall be authorized to have outstanding at any time is ONE THOUSAND (1,000) shares at \$1.00 par value.

ARTICLE IV.

The amount of the capital with which this corporation shall begin business is not less than ONE THOUSAND and no/100 DOLLARS (\$1,000.00).

ARTICLE V.

The existence of this corporation shall be perpetual.

ARTICLE VI.

The street address of the initial registered office of this corporation 18331 Pines Blvd., Suite 155, Pembroke Pines FL. 33029, and the name of the initial registered agent of this corporation at that address is ANDREW THIEL.

ARTICLE VII.

This corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Directors of this corporation are:

Andrew Thiel - 500 Shares
18331 Pines Blvd, Suite 155
Pembroke Pines, Florida 33029

Pamela Thiel - 500 Shares
18331 Pines Blvd, Suite 155
Pembroke Pines, Florida 33029

ARTICLE VIII.

The names and post office addresses of the officers who shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, and the office they shall hold, are as follows:

President/:	Andrew Thiel
Secretary	18331 Pines Blvd, Suite 155
	Pembroke Pines, FL 33029
Vice President/:	Pamela Thiel
Treasurer	18331 Pines Blvd, Suite 155
	Pembroke Pines, FL 33029

ARTICLE IX.

The name and post office address of the subscribers of these Articles of Incorporation and a statement of the number of shares of stock which they agree to take is as follows:

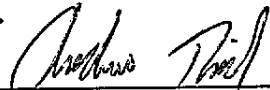
Andrew Thiel
18331 Pines Blvd, Suite 155
Pembroke Pines, Florida 33029


500 Shares

Pamela Thiel
18331 Pines Blvd, Suite 155
Pembroke Pines, Florida 33029

500 Shares

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation, this 14th day of April, 1999.



ANDREW THIEL


PAMELA THIEL

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared ANDREW THIEL AND PAMELA THIEL before me well-known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of April, 1999.



Notary Public

My commission Expires:



DELTA EUNICE YOUNG
My Commission CC520918
Expires Dec. 25, 1999

CERTIFICATE DESIGNATION PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes,
the following is submitted:

That Fusion Personnel Solutions, Inc. desiring to organize or qual
under the laws of the State of Florida, with its
principal place of business at 18331 Pines Blvd, Suite 155
Pembroke Pines, Florida 33029, has named ANDREW THIEL located
at the foregoing address, as its agent to accept service of
process within Florida.

Having been named to accept service of process for the
above stated corporation, at the place designated in this
Certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all Statutes
relative to the proper and complete performance of my duties.

Dated: April 14 1999.



Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA