

Law Offices
of
TERRANCE P. McNAMARA, ESQ.

P99000040118
VIA OVERNIGHT DELIVERY

April 28, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Global Staff Marketing, Inc.

Dear Department of State:

Please find enclosed the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$70.00 to cover the filing fees.

Please file the original and return to me a copy of the same. Thank you.

Sincerely,



Terrance P. McNamara, Esq.

TPM/bm

FILED
99 APR 29 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SHARON

MAY 4 - 1999

ARTICLES OF INCORPORATION
OF
GLOBAL STAFF MARKETING, INC.

FILED
99 APR 29 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

1.1 The name of the corporation is Global Staff Marketing, Inc.

ARTICLE II

Duration

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

3.1 This corporation is organized to conduct any and all lawful business.

ARTICLE IV

Capital Stock

4.1 This corporation is authorized to issue one thousand (1,000) shares, all of a single class of common stock, at one dollar (\$1.00) par value.

ARTICLE V

Preemptive Rights

5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent

6.1 The street address of the initial principal and registered office of this corporation is 1745 1st Avenue South, St. Petersburg, FL 33712, and the name of the initial registered agent of this corporation is John W. Noble.

ARTICLE VII

Initial Board of Directors

7.1 This corporation shall have one (2) directors initially.

7.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

7.3 The name and address of the initial directors of this corporation are:

John W. Noble
1745 1st Avenue South
St. Petersburg, FL 33712

Stephen C. Dondero
1745 1st Avenue South
St. Petersburg, FL 33712

ARTICLE VIII

Incorporators

8.1 The name and address of the person signing these Articles is:

John W. Noble
1745 1st Avenue South
St. Petersburg, FL 33712

ARTICLE IX

Indemnification

9.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X

Amendment

10.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation on this 15 day of
FEBRUARY, 1999.

John W. Noble

John W. Noble,
Incorporator

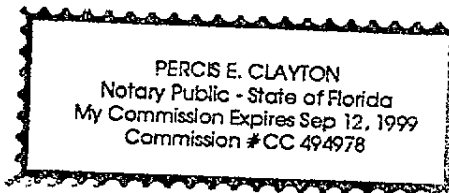
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared
John W. Noble, well known to me to be the person described above,
and she acknowledged to me that he executed the same for the
purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 15 day
of FEBRUARY, 1999.

Percis E. Clayton
NOTARY PUBLIC

My Commission Expires:



CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for Global Staff Marketing, Inc. at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

John W. Noble
John W. Noble

STATE OF FLORIDA)
COUNTY OF PINELLAS)

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99 APR 29 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared John W. Noble and he acknowledged that he executed the foregoing Consent of Registered Agent for the purposes therein expressed on behalf of the corporation.

SWORN TO AND SUBSCRIBED before me this 15 day
of FEBRUARY, 1999.

Percis E. Clayton
NOTARY PUBLIC

My Comm. Expires:

