



THE UNITED STATES
CORPORATION
COMPANY

P99000051145

FILED

99 JUN -7 PM 2:21

ACCOUNT NO. : 072100000032

REFERENCE : 264934 4303929

AUTHORIZATION :

Patricia Pujant

COST LIMIT : \$ 78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 7, 1999

ORDER TIME : 10:50 AM

ORDER NO. : 264934-005

900002896633--9

CUSTOMER NO: 4303929

CUSTOMER: Annette Botello, Secretary
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: MILLENIUM STAFF SOURCING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS

PH 6/7/99
(3)

RECEIVED
99 JUN -7 PM 12:08
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MILLENIUM STAFF SOURCING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **MILLENIUM STAFF SOURCING, INC.** (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is *c/o Fernando Margarit, 1221 Brickell Avenue, 21st Floor, Miami, Florida 33131.*

ARTICLE III

This Corporation shall have authority to issue One Hundred (100) 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 all votes entitled to be cast 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 *1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301* and the name of its initial registered agent at such office is **Corporation Service Company (CSC)**.

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 (1), and the name of the member of the initial Board of Directors, who is to serve as the Corporation's director until his successor is duly elected and qualified is:

Juan Carlos Zevallos
c/o Fernando Margarit
1221 Brickell Avenue
21st Floor
Miami, Florida 33131

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TALLAHASSEE, FLORIDA

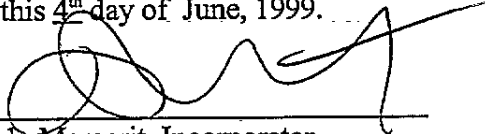
ARTICLE VII

The name of the Incorporator is Fernando Margarit and the address of the Incorporator is 1221 Brickell Avenue, 21st Floor, Miami, Florida 33131.

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 on this 4th day of June, 1999.



Fernando Margarit, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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

CORPORATION SERVICE COMPANY (CSC)



Agent for the Registered Agent

Dated: June 7, 1999