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TRANSMITTAL LETTER

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

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-05/05/99--01041--017
*****87.50 *****87.50

SUBJECT: Morgan Staffing, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Sonserae C. Morgan
Name (Printed or typed)

8010 Swampflower Drive
Address

Jacksonville, FL 32244
City, State & Zip

(904) 296-1993 X 11
Daytime Telephone number

99 JUN -9 AM 10: 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

W99-10903

NOTE: Please provide the original and one copy of the articles.

6295 Fedor Drive
Jacksonville, FL 32244
904-778-0747

Morgan Staffing Inc.

June 8, 1999

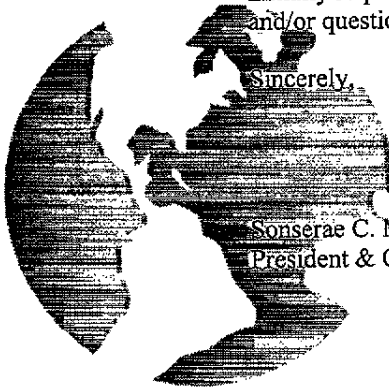
Ms. B. Register
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
(850) 487-6058

Dear Ms. Register:

Per our conversation on June 7, 1999, I am submitting my second copy of the updated articles initially requested by your department on April 17, 1999. Please contact me if you have any problems and/or questions. Thank you for kindness, and your patience.

Sincerely,

Sonserae C. Morgan
President & CEO



Helping People to Help People!

ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION OF

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99 JUN -9 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of [Florida].

**ARTICLE I
NAME**

The name of the corporation shall be [Morgan Staffing, Inc.].

**ARTICLE II
NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of [Florida], or any other state, county, 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 [49] shares of common stock having a par value of \$500.00 per share.

**ARTICLE IV
ADDRESS**

The street address of the principal office and initial registered office of the corporation shall be [8010 Swamp Flower Drive, Jacksonville, FL 32244] and the name of the initial Registered Agent for the corporation at that address is [Sonserae C. Morgan].

**ARTICLE V
SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

**ARTICLE VI
TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VII
LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of three directors. The initial Board of Directors shall consist of:

[Sonserae Cicero-Morgan]
[Maurice D. Morgan]
[Virginia Bagley]

ARTICLE X INCORPORATOR

The name and address of the incorporator is: [Sonserae C. Morgan, 6295 Fedor Drive, Jacksonville, FL 32244] IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 3rd day of May, 1999. All legal and non-legal documents will be handled by the above signed incorporator. All mail and correspondence should be sent and/or delivered to the above incorporator.

Incorporator: [Sonserae C. Morgan]

Sonserae C. Morgan

STATE OF [Florida]

COUNTY OF [Duval]

The foregoing instrument was executed and acknowledged before me this 3rd day of May, 1999, by [Sonserae Morgan]

[Signature]
Notary Public

(SEAL)State of [Florida]

My Commission Expires: [8/27/99]



RICHARD GROOMS
COMMISSION # CC 401067
EXPIRES AUG. 27, 1999
BONDED THRU
ATLANTIC SURETY CO., INC.

Registered Agents Written Acceptance

I Sonserae Cicero-Morgan hereby am familiar with and accept the duties and responsibilities as Registered Agent. If there are any questions and/or comments I can be reached at the following address or telephone number below.

Thank you,

Sonserae C. Morgan

Sonserae C. Morgan
Registered Agent Signature

Sonserae C. Morgan

904-778-0747
Home Phone

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Work Phone

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