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H. S. BLAIR & ASSOCIATES, INC.

1505 S.E. 40TH STREET, SUITE C, CAPE CORAL FL 33904
TEL. (941) 549-9499 FAX (941) 549-5133

Wednesday, June 30, 1999

Secretary of State
Corp. Division
P. O. Box 6327
Tallahassee FL 32314

500002932185--3
-07/15/99-01054-013
*****78.75 *****78.75

Re.: BENNING STAFFING AND MANAGEMENT SERVICES, INC.

Ladies and Gentlemen:


We submit the Articles of Incorporation for BENNING STAFFING AND MANAGEMENT SERVICES, INC. for filing, together with a check in the amount of \$78.75.

Please return the second copy of the Articles of Incorporation certified to the following address:

BENNING STAFFING AND MANAGEMENT SERVICES, INC.
1505 S.E. 40th Street, Suite C
Cape Coral FL 33904

If you should have any questions, please call us at (941) 549-9499.

Sincerely,


Robert J. La Rocco

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/23/99


**ARTICLES OF INCORPORATION
OF
BENNING STAFFING AND MANAGEMENT SERVICES, INC.**

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is BENNING STAFFING AND MANAGEMENT SERVICES, INC.. The principal place of business is 1722 DEL PRADO BOULEVARD, CAPE CORAL FL 33990. The mailing address of the corporation is 1505 S.E. 40TH STREET, SUITE C, CAPE CORAL FL 33904.

ARTICLE II - Commencement and Duration

The corporation is to commence its existence on the date of filing, and shall have perpetual existence thereafter until dissolved by law.

ARTICLE III - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Stated Capital - Classes of Stock

The corporation is authorized to issue 7500 shares of common stock at \$1.00 par value.

ARTICLE V - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall initially be managed under the direction of, the board of directors of corporation. There shall be one initial director as follows:

PAUL BENNING

1505 S.E. 40TH STREET, SUITE C, CAPE CORAL FL 33904

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TALLAHASSEE, FLORIDA

ARTICLE VI - Officers

The initial officers shall be as follows:

President	PAUL BENNING
Secretary	PAUL BENNING
Treasurer	PAUL BENNING

ARTICLE VII - By-Laws

The power to adopt, amend, alter or repeal by-laws shall be vested in the board of directors.

ARTICLE VIII - Incorporator

The name and address of the incorporator to these articles of incorporation is:

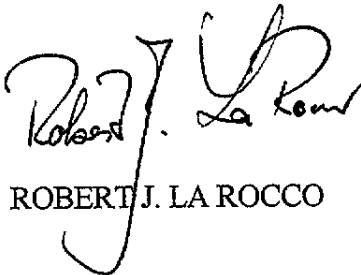
ROBERT J. LA ROCCO

1505 S.E. 40TH STREET, SUITE C, CAPE CORAL FL 33904

ARTICLE IX - Initial Registered Agent

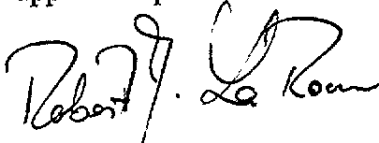
The street address of the initial registered office and agent of the corporation is 1505 S.E. 40th Street, Suite C, Cape Coral FL 33904, and the name of the initial registered agent at that address is Mr. Robert J. La Rocco

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation on this 24TH day of JUNE, 1999.


ROBERT J. LA ROCCO

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Robert J. La Rocco, having a business office identical with the registered office of the corporation name, and having been designated as the registered agent in the Articles of Incorporation, of BENNING STAFFING AND MANAGEMENT SERVICES, INC., is familiar with and accepts the obligations of the position of registered agent under the applicable provisions of the Florida Statutes.


Robert J. La Rocco

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TALLAHASSEE, FLORIDA