

TRANSMITTAL LETTER

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

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-08/13/99--01038--021
*****78.75 *****78.75

SUBJECT:

ZTECH STAFFING SOLUTIONS, 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:

MARLENE D. WAGANHEIM

Name (Printed or typed)

8808 BAY VILLA COURT

Address

ORLANDO, FLORIDA 32836

City, State & Zip

407-876-5456

Daytime Telephone number

FILED
99 AUG 13 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

D. BROWN AUG 19 1999

Ztech Staffing Solutions, Inc.
Articles Of Incorporation

FILED
99 AUG 13 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation (which is hereinafter called the Corporation) is Ztech Staffing Solutions, Inc.

SECOND: The principal place of business and mailing address (which are the same) of the Corporation are:

8808 Bay Villa Court
Orlando, Florida 32836
in Orange County, Florida

THIRD: The Corporation shall have the authority to issue twenty thousand (20,000) shares of common stock, in one class only, each with a par value of \$ 0.01.

All or any portion of the capital stock may be issued in consideration for cash, real or personal property, services rendered, or any other thing of value for the uses and purposes of the Corporation and, when issued, will become and be fully paid, the same as though paid for in cash. The Board of Directors will be the sole judge of the value of any property, services, right or thing acquired in exchange for capital stock.

FOURTH: The registered agent of the Corporation and his/her address are as follows:

Philip I. Waganheim
8808 Bay Villa Court
Orlando, Florida 32836
in Orange County, Florida

FIFTH: The initial Board of Directors shall have two (2) members whose names and addresses are as below. The number of Directors may be raised or lowered by amendment of the bylaws of the Corporation but shall in no case be less than one.

Marlene D. Waganheim
8808 Bay Villa Court
Orlando, Florida 32836

Philip I. Waganheim
8808 Bay Villa Court
Orlando, Florida 32836

All in Orange County, Florida

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SIXTH: The Incorporator of this Corporation and his/her address are as follows:

Marlene D. Waganheim
8808 Bay Villa Court
Orlando, Florida 32836
in Orange County, Florida

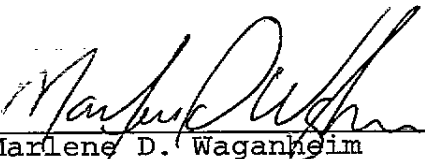
- SEVENTH: A Director or an Officer of the Corporation shall not be personally liable, or shall be liable only to the extent therein provided, to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders, except that such provision shall not relieve a Director or Officer from liability for any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the Corporation or its shareholders, (b) not in good faith or involving a knowing violation of law, and (c) resulting in receipt by such person of an improper personal benefit.
- EIGHTH: No holders of stock of the Corporation may sell, transfer, or assign any or all of their stock shares to persons or entities who are not holders of stock of the Corporation without approval, recorded in writing in the minutes of a duly constituted meeting, of a simple majority of all holders of issued and outstanding stock of the Corporation.
- NINTH: Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly may be done without the issuance of fractional shares) at the price at which it is offered to others.
- TENTH: No sale, lease, conveyance, transfer, exchange or other disposition of all, or substantially all, of the property and assets of this Corporation, and no mortgage, deed of trust, pledge or hypothecation of all or substantially all of the property, real or personal, of this Corporation shall be made without approval, recorded in writing in the minutes of a duly constituted meeting, of a simple majority of all holders of issued and outstanding stock of the Corporation.

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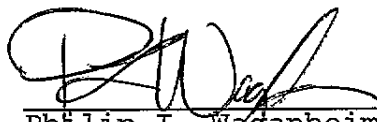
ELEVENTH: The duration of the Corporation shall be perpetual.

Dated: August 10, 1999


Marlene D. Waganheim
Incorporator

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated: August 10, 1999


Philip I. Waganheim
Registered Agent