

TRANSMITTAL LETTER

P99000092401

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

SUBJECT: STARQUEST PLACEMENT SOLUTIONS, INC
(Proposed corporate name - must include suffix)

ALLAHASSEE FLORIDA
99 OCT 18 PM 3: 00
PM 3: 00

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

Please Return
Information
To: →

FROM: DIANE G. BELL
Name (Printed or typed)

100003017501--1
-10/18/99--01121--002
*****87.50 *****87.50

6084 Jessica Drive
Address

Apopka FL 32703
City, State & Zip

407-523-3875
Daytime Telephone number

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

gjc 10/20

ARTICLES OF INCORPORATION
OF
STARQUEST PLACEMENT SOLUTIONS, INC

The undersigned incorporator to these Articles of Incorporation hereby form a corporation under the laws of the State of Florida as follows:

ARTICLE I
Name and Address

The name of this Corporation is: STARQUEST PLACEMENT SOLUTIONS, INC. The mailing address of the Corporation is: 500 South Florida Avenue, Suite 625, Lakeland, Florida 33801.

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TALLAHASSEE, FLORIDA

ARTICLE II
Term of Existence

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

ARTICLE III
Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
Powers

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.

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- (b) To sue or be sued, complain, and defend in its corporate name in all actions or proceedings.
 - (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
 - (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
 - (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
 - (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
 - (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
 - (h) To make contracts and guarantee and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
 - (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
 - (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.
 - (k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

- (l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.
- (q) To be a promoter, incorporate, general partner, limited partner, member, associate, or manager of any corporation partnership, limited partnership, joint venture, trust, or other enterprise.
- (r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V
Capital Stock

This Corporation is authorized to issue 1,000 shares of \$.01 par value common stock, which shall be designated Common Shares.

ARTICLE VI
Initial Registered Agent and Street Address

The street address of the initial registered agent of this Corporation is 6084 Jessica Drive, Apopka, FL 32703, and the name of its initial registered agent at such address is Diane Grilli Bell.

ARTICLE VII
Initial Board of Directors

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

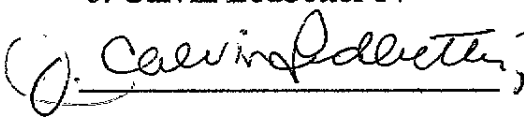
<u>Name</u>	<u>Address</u>
Diane Grilli Bell President/Treasurer	6084 Jessica Drive Apopka, FL 32703

J. Calvin Ledbetter IV Vice President/Secretary	2806 Wessex Street Orlando, FL 32803
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ARTICLE VIII
Incorporators

The name and address of the persons signing these Articles are:

<u>Name</u>	<u>Address</u>
<u>Diane Grilli Bell</u> 	6084 Jessica Drive Apopka, FL 32703

<u>J. Calvin Ledbetter IV</u> 	2806 Wessex Street Orlando, FL 32803
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ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders of this Corporation.

ARTICLE X
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 14 day of October, 1999.

Diane Grilli Bell
Diane Grilli Bell

J. Calvin Ledbetter, IV
J. Calvin Ledbetter IV

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designed to accept service of process for the within-named Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Diane Grilli Bell
Diane Grilli Bell

Dated: 10-14-99

TALLAHASSEE, FLORIDA

99 OCT 18 PM 3:46

FILED