

RICHARD P. BREGER  
ATTORNEY AT LAW

20801 BISCAYNE BOULEVARD, SUITE 304  
AVENTURA, FLORIDA 33180  
(305) 945-7527  
FAX (305) 682-1800

MASTER OF LAWS (LL.M.) IN ESTATE PLANNING  
WILLS, TRUSTS AND ESTATES  
REAL ESTATE LAW

P990000095162

VIA FEDERAL EXPRESS

October 26, 1999

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Diversified Staffing, Inc.

900003026609--3  
-10/27/99--01077--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom It May Concern:

Enclosed are original and copy of Articles of Incorporation of and Certificate Designating Place of Business of Domicile for the Service of Process, etc. in connection with the corporation referred to above. Also enclosed is check for \$78.75. Once the corporation has been filed, please forward to my office a certified copy of the articles.

Thank you for your cooperation and courtesy. If you should have any questions, please let me know.

Sincerely,

*Richard P. Byler*  
Richard P. Breger

RPB/rms  
Enclosures

FILED  
99 OCT 27 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

S. Thompson OCT 28 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**DIVERSIFIED STAFFING, INC.**

**FILED**  
99 OCT 27 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is DIVERSIFIED STAFFING, INC., and the principal address of this corporation is 290 174th Street, Apt. 501, Sunny Isles, FL 33160.

Article II - Duration

This Corporation shall exist perpetually.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

Article IV - Capital Stock

This corporation is authorized to issue fifty (50) shares of no par value common stock which shall be designated "Common Shares". This corporation is not authorized to issue preferred shares.

Article V - Preferences, Limitations and Relative  
Rights of Shares of Capital Stock

Section 1. Dividends

The holders of record of the Common Shares of this corporation shall be entitled to dividends at such times as the corporation is authorized to pay dividends.

Section 2. Rights upon Liquidation of Dissolution

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding Common Shares shall be paid from the remaining assets of this corporation ratably.

Section 3. Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

#### Article VI - Designation of Series

There shall exist no series in the issuance of the Common Shares authorized herein.

#### Article VII - Preemptive Rights

Every shareholder, upon the sale of cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the first right to purchase her pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### Article VIII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 290 174th Street, Apt. 501, Sunny Isles, FL 33160 and the name of the initial registered agent of this corporation at that address is Renee Arbelaez.

#### Articles IX - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one.

The name and address of the initial director of this corporation is Renee Arbelaez, 290 174th Street, Apt. 501, Sunny Isles, FL 33160.

#### Article X - Incorporators

The name and address of the person signing these Articles are Renee Arbelaez, 290 174th Street, Apt. 501, Sunny Isles, FL 33160

#### Article XI - By-Laws

The Power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

#### Article XII - Management of Corporation by Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

Article XIII - Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

Article XIV - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21 day of October, 1999.

Renee Arbelaez  
RENEE ARBELAEZ

STATE OF FLORIDA     )  
  SS  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 21 day of October, 1999, by RENEE ARBELAEZ, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

RDPR  
\_\_\_\_\_  
Notary Public

My Commission Expires:



Richard P Breger  
My Commission CC839187  
Expires May 23, 2003

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That DIVERSIFIED STAFFING, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Sunny Isles, Florida, has named Renee Arbelaez, located at 290 174th Street, Apt. 501, Sunny Isles, FL 33160, as its agent to accept service of process within Florida.

Title: President

Signature:

Renee Arbelaez  
(corporate officer)

Date: 10/21/99

**FILED**  
99 OCT 27 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with provisions of all statutes relative to the proper and complete performance of my duties.

Signature:

Renee Arbelaez

Date: 10/21/99