

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934
DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): **January 19, 2007**

TeamStaff, Inc.

(Exact name of registrant as specified in its charter)

COMMISSION FILE NUMBER: 0-18492

New Jersey
(State or other jurisdiction of incorporation
or organization)

22-1899798
(I.R.S. Employer Identification No.)

1545 Peachtree Street, N.E., Suite 340
Atlanta, GA 30309
(Address and zip code of principal executive offices)
(732) 748-1700
(Registrant's telephone number, including area code)

CHECK THE APPROPRIATE BOX BELOW IF THE FORM 8-K FILING IS INTENDED TO SIMULTANEOUSLY SATISFY THE FILING OBLIGATION OF THE REGISTRANT UNDER ANY OF THE FOLLOWING PROVISIONS:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

Effective January 19, 2007, the Company's Board of Directors elected Mr. Rick Filippelli, the Company's President, CEO and CFO to the Board of Directors.

Effective January 19, 2007, The Company's Board of Directors elected William H. Alderman and Rick Wasserman to the Company's Board of Directors to fill vacancies in accordance with the Company's by-laws.

Rick J. Filippelli assumed his current position as Vice President and Chief Financial Officer of TeamStaff in September 2003, and was appointed President and Chief Executive Officer on January 10, 2007. Prior to joining TeamStaff, Mr. Filippelli spent approximately two years as Chief Financial Officer of Rediff.com, a publicly traded global information technology company. From 1985 through 2001 Mr. Filippelli held various financial positions including that of Chief Financial Officer with Financial Guaranty Insurance Company ("FGIC"), a subsidiary of GE Capital. Prior to joining FGIC, Mr. Filippelli spent six years in public accounting including three years with the Big 4 firm of Ernst and Young. Mr. Filippelli holds a BS in Accounting from Brooklyn College and is a Certified Public Accountant as well as a member of the American Institute of Certified Public Accountants.

Mr. Alderman has over 15 years experience providing investment banking services across multiple industries, with a particular expertise in financings, and mergers and acquisitions in the aerospace and defense industry. Since March 2001, Mr. Alderman has been the President of Alderman & Company where he represents some of the world's most respected aerospace and defense companies. Mr. Alderman started his career at Bankers Trust Company and has held senior positions in investment management and corporate development at GE Capital, Aviation Sales Company, and most recently as Managing Director of the aviation investment banking practice of Fieldstone. Mr. Alderman received a M.B.A. from J.L. Kellogg Graduate School of Management in 1989 and is also a graduate of Kenyon College and the Taft School. Mr. Alderman is 44 years old.

Mr. Wasserman is currently a financial management consultant. Until December 31, 2006, Mr. Wasserman was the Chief Operating/Financial Officer for Mitchell & Ness Nostalgia Co., a privately-held manufacturer and distributor of licensed sportswear and authentic team apparel. Prior to Mitchell & Ness, Mr. Wasserman served as the President of Goebel of North America, a U.S. subsidiary of the German specialty gift maker, from 2001 to 2005. Mr. Wasserman also served as the Chief Financial Officer of Goebel of North America in 2001. Prior to Goebel, Mr. Wasserman served as both the Interim President and full-time Chief Financial Officer of Papel Giftware from 1995 to 2001. He has also served in senior executive and managerial roles at both Chelsea Marketing and Sales and The Score Board, Inc. Mr. Wasserman spent the first 13 years of his career in the public accounting profession, serving at Most, Horowitz & Company; Coopers & Lybrand; and Richard A. Eisner & Company. Mr. Wasserman also serves as a director of Acme Communications, Inc. and Allied Defense Group, Inc. Mr. Wasserman is 52 years old.

Effective January 19, 2007, Mr. Peter Black, a member of the Company's Board of Directors was elected to serve as a member of the Compensation Committee, and thereafter elected Chairman of the Compensation Committee.

Effective January 19, 2007, the Board of Directors agreed that Board member total cash compensation (including annual retainer and all meeting, conference call and committee meeting fees) will immediately be cut to zero. In place of such cash compensation, each non-employee Board member will receive an initial grant under the Company's 2006 Long-Term Incentive Plan of 15,000 shares of restricted stock following the 2007 annual meeting of shareholders. Additionally, for each Board committee on which such non-employee Board member serves, he will receive a grant of 2,500 shares of restricted stock following the 2007 annual meeting of

shareholders. Fifty percent (50%) of such shares of restricted stock shall vest when the volume-weighted average share price of the Company's common stock over any twenty consecutive trading days exceeds the price on the date of grant by 20%, with the remaining fifty percent (50%) vesting one year thereafter. Future annual grants shall be by the Company's Compensation Committee. Of course, any out-of-pocket expenses related to fulfilling a Board member's duties will be reimbursed.

Effective January 23, 2007, Mr. Ronald R. Aldrich resigned from the Company's Board of Directors.

A copy of the Company's January 25, 2007 Press Release accompanies this filing.

References in this filing to "TeamStaff" the "Company," "we," "us" and "our" refer to TeamStaff, Inc. and its wholly owned subsidiaries. This Current Report on Form 8-K includes "forward-looking statements" as defined by the Federal Securities Laws. Forward-looking statements are identified by words such as "believe," "anticipate," "expect," "intend," "plan," "will," "may" and other similar expressions. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements. Forward-looking statements included in this report involve known and unknown risks, uncertainties and other factors which could cause TeamStaff's actual results, performance (financial or operating) or achievements to differ from the future results, performance (financial or operating) or achievements expressed or implied by such forward-looking statements. We based these forward-looking statements on our current expectations and best estimates and projections about future events. Our actual results could differ materially from those discussed in, or implied by, these forward-looking statements. The following factors (among others) could cause our actual results to differ materially from those implied by the forward-looking statements in this Current Report on Form 8-K: our ability to continue to recruit qualified temporary and permanent healthcare professionals and administrative staff at reasonable costs; our ability to retain qualified temporary healthcare professionals and administrative staff for multiple assignments at reasonable costs; our ability to attract and retain sales and operational personnel; our ability to enter into contracts with hospitals, healthcare facility clients, affiliated healthcare networks, physician practice groups and the United States government on terms attractive to us and to secure orders related to those contracts; our ability to demonstrate the value of our services to our healthcare and other facility clients; changes in the timing of hospital, healthcare facility clients', physician practice groups' and U.S. Government orders for and our placement of temporary and permanent healthcare professionals and administrative staff; our ability to successfully bid on government contract opportunities, to win the bids and then to fully implement the contracts once awarded; the process of government contracting in general including, but not limited to, the protest process, and the on-time commencement of government contracts awarded; the general level of patient occupancy at our hospital, healthcare facility clients' and physician practice groups' facilities; the overall level of demand for services offered by temporary and permanent healthcare staffing providers; the ability of our hospital, healthcare facility and physician practice group clients to retain and increase the productivity of their permanent staff; the variation in pricing of the healthcare facility contracts under which we place temporary and permanent healthcare professionals; our ability to successfully implement our strategic growth, acquisition and integration strategies; our ability to successfully integrate completed acquisitions into our current operations; our ability to manage growth effectively; our ability to leverage our cost structure; the performance of our management information and communication systems; the effect of existing or future government legislation and regulation; our ability to grow and operate our business in compliance with these legislation and regulations; the impact of medical malpractice and other claims asserted against us; the disruption or adverse impact to our business as a result of a terrorist attack; our ability to carry out our business strategy; the loss of key officers and management personnel that could adversely affect our ability to remain competitive; other regulatory and tax developments; the effect of recognition by us of an impairment to goodwill; the effect of adjustments by us to accruals for self-insured retentions and other one-time events and other important factors disclosed previously and from time-to-time in TeamStaff's filings with the U.S. Securities Exchange Commission. These factors are described in further detail in TeamStaff's filings with the U.S. Securities and Exchange Commission. Other factors that could cause actual results to differ from those implied by the forward-looking statements in this Current Report on Form 8-K are set forth in our Annual Report on Form 10-K for the year ended September 30, 2006 and other previously filed Current Reports on Form 8-K. We undertake no obligation to update the forward-looking statements in this filing.

Item 9.01: Financial Statements and Exhibits.

(a) Financial Statements.

None

(b) Pro Forma Financial Information

None

(c) Shell Company Transactions

None

(d) Exhibits.

99.1 Press Release dated January 25, 2007.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

TeamStaff, Inc.

/s/ James D. Houston
Name: James D. Houston
Title: Chief Legal Officer
Date: January 25, 2007



FOR IMMEDIATE RELEASE

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**RICK J. FILIPPELLI, WILLIAM H. ALDERMAN AND RICK WASSERMAN ELECTED
TO TEAMSTAFF BOARD OF DIRECTORS**

TeamStaff Directors To Forego Cash Compensation

Atlanta, Georgia – January 25, 2007 - TeamStaff, Inc. (NASDAQ: TSTF) a national provider of healthcare and administrative staffing services, today announced that Mr. Rick Filippelli, the Company's President, CEO and CFO was elected to the Board of Directors on January 19, 2007. Additionally, the Company announced that effective January 19, 2007, the Company's Board of Directors elected William H. Alderman and Rick Wasserman to the Company's Board of Directors.

Commenting on the elections, Chairman of the Board T. Stephen Johnson stated, "The election of Rick Filippelli to our Board signaled the commencement of changes at the Board level to accompany the Company's latest management moves. We're pleased to announce his election. Further, the elections of Messrs. Alderman and Wasserman are intended to provide our Board and the Company with additional operating and financial expertise to continue to add to the Company's vision with respect to continued revenue growth."

Mr. Filippelli stated, "While I am of course honored to be elected to serve on the TeamStaff Board, I feel very positive about the elections of Mr. Alderman and Mr. Wasserman to the Board. These elections will provide senior management with additional intellectual resources from which to draw in our drive to profitability."

Mr. Alderman has over 15 years experience providing investment banking services across multiple industries, with a particular expertise in financings, and mergers and acquisitions in the aerospace and defense industry. Mr. Alderman commented, "I accept the invitation to join the TeamStaff Board of Directors with great enthusiasm. While the Company is currently overcoming several challenges, I believe that recent management changes initiated by the Company's Board, along with its renewed focus on profitable revenue growth will stabilize the Company and allow it to flourish in an industry that is presently enjoying a period of expansion. I look forward to working with my new colleagues on the TeamStaff Board and with Mr. Filippelli and Mr. Houston to implement their plans."

Mr. Wasserman is currently a financial management consultant. Until December 31, 2006, Mr. Wasserman was the Chief Operating/Financial Officer for Mitchell & Ness Nostalgia Co., a privately-held manufacturer and distributor of licensed sportswear and authentic team apparel. Prior to Mitchell & Ness, Mr. Wasserman served as the President of Goebel of North America, a U.S. subsidiary of the German specialty gift maker, from 2001 to 2005. Mr. Wasserman stated, "TeamStaff has quickly formulated a plan to change its financial future by rebuilding its business with a base of

professionals with the financial and operating savvy required to succeed in today's complex healthcare staffing market. It is apparent that the Board and senior management team are committed to the success of the Company, and I look forward to joining my new partners to reach their stated goal to maximize shareholder value."

Mr. Peter Black, a partner of Wynnefield Capital, Inc. and present Board member of TeamStaff was elected to the Compensation Committee, and appointed Chairman of the Compensation Committee.

In related Board matters, the TeamStaff Board of Directors agreed to forego all cash compensation in lieu of grants of restricted stock to be issued following the Company's 2007 annual meeting, and with vesting subject to certain price performance parameters.

Mr. Ronald R. Aldrich, a member of the Company's Board of Directors, tendered his resignation effective January 23, 2007. In a letter to the Chairman, Mr. Aldrich stated: "I have enjoyed my tenure as a member of the Board of TeamStaff, Inc., and wish each of my fellow members and the Company success in the future." Mr. Aldrich is focusing his efforts on the development of his health care consulting practice and on his activities as a member of the boards of Bon Secours Health System, Franciscan Ministries Foundation, St. Vincent's Hospital Foundation and the Board of Trustees of the University of Florida Foundation. The entire TeamStaff organization appreciates Mr. Aldrich's prior service to the Company, and wishes him continued success in his future endeavors.

About TeamStaff, Inc.

TeamStaff serves clients and their employees throughout the United States as a full-service provider of medical and administrative staffing. TeamStaff is a leading provider of nursing and allied healthcare professionals and operates through three medical staffing units. TeamStaff's RS Staffing subsidiary specializes in providing medical and office administration/technical professionals through nationwide schedule contracts with both the General Services Administration and Veterans Affairs. The TeamStaff Rx subsidiary operates throughout the US and specializes in the supply of allied medical employees and nurses, especially "travel" staff (typically 13 week assignments). TeamStaff's Nursing Innovations unit provides travel nursing, per diem nursing, temporary-to-permanent nursing and permanent nursing placement services. For more information, visit the TeamStaff web site at www.teamstaff.com.

This press release contains "forward-looking statements" as defined by the Federal Securities Laws. TeamStaff's actual results could differ materially from those described in such forward-looking statements as a result of certain risk factors and uncertainties, including but not limited to: our ability to continue to recruit qualified

temporary and permanent healthcare professionals and administrative staff at reasonable costs; our ability to retain qualified temporary healthcare professionals and administrative staff for multiple assignments at reasonable costs; our ability to attract and retain sales and operational personnel; our ability to enter into contracts with hospitals, healthcare facility clients, affiliated healthcare networks, physician practice groups and the United States government on terms attractive to us and to secure orders related to those contracts; our ability to demonstrate the value of our services to our healthcare and other facility clients; changes in the timing of hospital, healthcare facility clients', physician practice groups' and U.S. Government orders for and our placement of temporary and permanent healthcare professionals and administrative staff; our ability to successfully bid on government contract opportunities, to win the bids and then to fully implement the contracts once awarded; the process of government contracting in general including, but not limited to, the protest process, and the on-time commencement of government contracts awarded; the general level of patient occupancy at our hospital, healthcare facility clients' and physician practice groups' facilities; the overall level of demand for services offered by temporary and permanent healthcare staffing providers; the ability of our hospital, healthcare facility and physician practice group clients to retain and increase the productivity of their permanent staff; the variation in pricing of the healthcare facility contracts under which we place temporary and permanent healthcare professionals; our ability to successfully implement our strategic growth, acquisition and integration strategies; our ability to successfully integrate completed acquisitions into our current operations; our ability to manage growth effectively; our ability to leverage our cost structure; the performance of our management information

and communication systems; the effect of existing or future government legislation and regulation; our ability to grow and operate our business in compliance with these legislation and regulations; the impact of medical malpractice and other claims asserted against us; the disruption or adverse impact to our business as a result of a terrorist attack; our ability to carry out our business strategy; the loss of key officers and management personnel that could adversely affect our ability to remain competitive; other regulatory and tax developments; the effect of recognition by us of an impairment to goodwill; the effect of adjustments by us to accruals for self-insured retentions and other one-time events and other important factors disclosed previously and from time-to-time in TeamStaff's filings with the U.S. Securities Exchange Commission. These factors are described in further detail in TeamStaff's filings with the U.S. Securities and Exchange Commission. The information in this release should be considered accurate only as of the date of the release. TeamStaff expressly disclaims any current intention to update any forecasts, estimates or other forward-looking statements contained in this press release.

“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995: Statements in this press release regarding TeamStaff, Inc.'s business which are not historical facts are “forward-looking statements” that involve risks and uncertainties. For a discussion of such risks and uncertainties which could cause actual results to differ from those contained in the forward-looking statements, see “Risk Factors” in the Company's Annual Report or Form 10-K for the most recently ended fiscal year.

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[(P="`".IL%K1]PNK7RW[Z?XAA M2YN-+BI,L"3QR0S,83*YCE380AZD81@&)]W\$V/'%Z%W]'M5R?H?T*L-/6H[2 MSK`Q]D]JYGW)-
I`/TS97GH9.%N;BI,X&4<62"@Y""9-#8.%)`7#U\$8Q!JNY M?D12Z%5RBP"?Y"(=?>Q#X#[`##MQH]/_7^&O8/G_`!'\>">59G,@
M0H[\$M];AE+&OI&Q=H[!\$M=]^3`PY<.!<=I5ECC`6*H6C95[D.3+>O-MW`2J M-@]]/PP^7[P^%.L`S_B/X^+8/G_`!'\>:\$N[3_=_;_K_D?;3,'D'T#[N`X
..8/(H`W<&FCL/P-?_JD_`end