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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Employee Leasing Solutions
Holding Company, Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
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- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
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**ARTICLES OF INCORPORATION
OF**

Employee Leasing Solutions Holding Company, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **Employee Leasing Solutions Holding Company, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business is and mailing address of the corporation is **1401 Manatee Avenue West, Suite 600, Bradenton, FL 34205.**

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten million (10,000,000) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **R. Ted Nipper, 1401 Manatee Avenue West, Suite 600, Bradenton, FL 34205.**

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is **Your Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.**

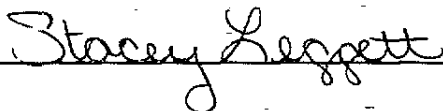
ARTICLE VI: OFFICERS AND DIRECTORS

The name and address of the initial Board of directors is **President/ CEO/ Director: William J. Mullis; SVP/ CFO/ Director: David A. Varnadore; SVP: Brian R. Varnadore; SVP: Robert W. Kelly IV; SVP: C. Edward Richardson; SVP: R. Ted Nipper; SVP: C. Everett Southwick; SVP: Joseph A. Gulash, 1401 Manatee Avenue West, Suite 600, Bradenton, FL 34205.**

ARTICLE VII: INDEMNIFICATION

The Corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law currently in effect or hereinafter enacted.

The undersigned has executed these Articles of Incorporation this 1st day of October 2004. Your Capital Connection, Inc., by Stacey Leggett, Client Representative



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: _____

Employee Leasing Solutions Holding Company, Inc.

2. The name and street address of the registered agent and office is: _____

R. Ted Nipper, 1401 Manatee Avenue West, Suite 600, Bradenton, Florida

34205

HAVE 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

R. Ted Nipper