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SECRETARY OF STATE
DIVISION OF CORPORATIONS
86 AUG 22 1111 58

CIT CORPORATION SYSTEM
660 EAST JEFFERSON STREET
Requestor's Name
TALLAHASSEE, FL 32301
Address
222-1092
City State Zip Phone

000001932980
-08/27/96--01093--018
****122.50 ****122.50

CORPORATION(S) NAME

Express Human Resources of Florida, Inc.

Profit - Articles

NonProfit Amendment Merger
 Limited Liability Co. Dissolution/Withdrawal Mark
 Foreign

Limited Partnership Annual Report Other
 Reinstatement Reservation Change of R.A.
 Fictitious Name Filing

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

EXPRESS HUMAN RESOURCES OF FLORIDA, INC.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: EXPRESS HUMAN RESOURCES OF FLORIDA, INC.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: ONE FINANCIAL CENTRE SUITE 141, 650 S. SHACKLEFORD, LITTLE ROCK, AR 72211

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS:

*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

_____	_____
_____	_____
_____	_____

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
_____	_____	_____	_____
_____	_____	_____	_____

*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

_____	_____
_____	_____
_____	_____

(*Optional)

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INSOFAR AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS C T CORPORATION SYSTEM

*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS TWO (2), AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE: REX ELEY, ONE FINANCIAL CENTRE, STE. 141, 650 S. SHACKLEFORD LITTLE ROCK, AR 72211 and THOMAS N. RICHARDS, 6300 N.W. EXPRESSWAY, OKLAHOMA CITY, OK 73132

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TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

K. L. BUSS	906 OLIVE ST., ST. LOUIS, MO 63101
W. J. ZARICOR	906 OLIVE ST., ST. LOUIS, MO 63101
B. L. LOVE	906 OLIVE ST., ST. LOUIS, MO 63101

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 20TH DAY OF AUGUST, 19 96.

K. L. Buss
SIGNATURE/TITLE

K. L. BUSS

W. J. Zaricor
SIGNATURE/TITLE

W. J. ZARICOR

B. L. Love
SIGNATURE/TITLE
B. L. LOVE

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

C T CORPORATION SYSTEM

DATED AUGUST 20TH, 19 96.

BY *J. L. Miles*

J. L. MILES
(TYPE NAME OF OFFICER)

ASST. SECRETARY
(TITLE OF OFFICER)

NICHOLS, WOLFF, LEDDIFTER & CAMPBELL

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

101 WEST THIRD STREET

LITTLE ROCK, ARKANSAS 72201

MARK W. NICHOLS
ROBERT D. WOLFF *
SAMUEL L. LEDDIFTER
H. GREGORY CAMPBELL **
TAMARA L. HAMILTON

Telephone:
(501) 374-5659
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(501) 374-0057
E-Mail:
mslc@arkstonk.net

* Board Recognized Tax Law Specialist
** Also Licensed In Texas

August 29, 1996

P96000069971

VIA FEDERAL EXPRESS

800001944518
-09/11/96--01048--014
*****70.00 *****70.00

Ms. Susan Payne
Administrator for Amendments
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Merger

Dear Ms. Payne:

Pursuant to your conversation today with my secretary, Monica, we submit herewith the original and two (2) copies of Articles of Merger for filing with your Department. Please return file-marked copies to us in the enclosed Federal Express package. Also enclosed is our firm's check in the amount of \$70 which represents payment of your fee for processing the Articles of Merger.

It is of utmost importance that these Articles be filed on August 30, 1996, and your prompt response hereto is appreciated. Monica will be contacting you at approximately 11:00 tomorrow morning to confirm you are in receipt of this package and the Articles have been filed. If you have any questions or need further information, please do not hesitate to contact either myself or Monica immediately.

Thank you again for your assistance in this regard.

Sincerely yours,

Tamara L. Hamilton
Tamara L. Hamilton

TLH:mmml
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
9-5-96
[Signature]

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

JARPRO MANAGEMENT INC., a Florida corporation, P95000078273

INTO

EXPRESS HUMAN RESOURCES OF FLORIDA, INC., a Florida corporation,
P96000069971.

File date: August 30, 1996

Corporate Specialist: Darlene Connell

NICHOLS, WOLFF, LEDBETTER & CAMPBELL

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

1014 WEST THIRD STREET

LITTLE ROCK, ARKANSAS 72201

Telephone:
(501) 372-9029
Facsimile:
(501) 374-0037
E-Mail:
nwk@barisuite.net

MARK W. NICHOLS
RUFUS J. WOLFF *
NOMULE E. LEDBETTER
H. GREGORY CAMPBELL **
TAMARA L. HAMILTON

* Board Recognized Tax Law Specialist
** Also Licensed in Texas

September 3, 1996

VIA FEDERAL EXPRESS

Ms. Susan Payne
Administrator for Amendments
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Merger

Dear Ms. Payne:

Pursuant to our telephone conversations and your direction therein, enclosed please find the executed Application for Reinstatement with attached Power of Attorney. Also enclosed is our firm's check in the amount of \$375, representing payment of costs of having JarPro Management Inc. reinstated.

Also pursuant to our telephone conversations, it is my understanding that you will date the Articles of Merger which were forwarded to you on August 29, 1996 and the Reinstatement Application as of **August 30, 1996**.

Your assistance in this regard is much appreciated. Please do not hesitate to contact either myself or my secretary, Monica, should you need further documentation or information.

Sincerely yours,


Tamara L. Hamilton

TLH:mm1
Enclosures

ARTICLES OF MERGER OF
JARPRO MANAGEMENT INC.
INTO EXPRESS HUMAN RESOURCES OF FLORIDA, INC.

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96 AUG 30 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporations Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporations Act to be effective upon filing:

PLAN OF MERGER

- (a) Upon the effective date, JarPro Management Inc. shall be merged into Express Human Resources of Florida, Inc., and the separate existence of JarPro Management Inc. shall cease. Express Human Resources of Florida, Inc., the surviving corporation, shall continue its corporate existence under the laws of Florida.
- (b) The existing Articles of Incorporation of Express Human Resources of Florida, Inc. shall be the Articles of Incorporation of Express Human Resources of Florida, Inc., following the effective date until altered, amended, or repealed in the manner prescribed by law, and the terms and provisions thereof are hereby incorporated herein with the same force and effect as though herein set forth in full. The existing bylaws of Express Human Resources of Florida, Inc. shall be the bylaws of Express Human Resources of Florida, Inc. following the effective date until altered, amended, or repealed as provided therein.
- (c) The officers and directors of Express Human Resources of Florida, Inc. who hold office on the effective date shall continue to hold their respective offices until their respective successors are elected and shall have qualified.
- (d) Upon the effective date, each issued and outstanding share of common stock of JarPro Management Inc. shall be canceled. Upon cancellation, no additional shares of common stock of Express Human Resources of Florida, Inc. shall be issued to the shareholders of JarPro Management Inc. since such shareholders are also the shareholders of Express Human Resources of Florida, Inc., holding such stock in the same proportions as that of JarPro Management Inc.

2. As to each of the undersigned corporations, the number of shares outstanding are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Class</u>
Express Human Resources of Florida, Inc.	1000 Shares	Common
JarPro Management Inc.	1000 Shares	Common

3. As to each of the undersigned corporations, a vote of the shareholders thereof was had on August 28th 1996, and for the adoption thereof, the total number of shares voted for and against such Plan of Merger, respectively, are as follows:

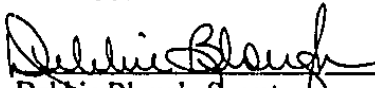
<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>
Express Human Resources of Florida, Inc.	1000 Shares	0	Common
JarPro Management Inc.	1,000 Shares	0	Common

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by the President and Secretary this 28th day of August, 1996.

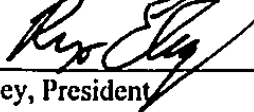
EXPRESS HUMAN RESOURCES
OF FLORIDA, INC.

By: 
Rex Eley, President

ATTEST:


Debbie Blough, Secretary

JARPRO MANAGEMENT, INC.

By: 
Rex Eley, President

ATTEST:


Debbie Blough, Secretary

ACKNOWLEDGMENT

State of Arkansas)
)
County of Pulaski)

On this 28th day of August, 1996, before me, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Rex Eley, to me personally well known, who stated that he was the President of EXPRESS HUMAN RESOURCES OF FLORIDA, INC. and JARPRO MANAGEMENT INC., both Florida corporations, and was duly authorized in his capacities to execute the foregoing instrument for and in the name and behalf of said corporations, and further stated and acknowledged that he had so signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal.

Monica M. Lites
Notary Public

My Commission Expires:

6/15/06

(SEAL)

