

PA 7000060721
TRANSMITTAL LETTER
FILED

97 JUL 11 PM 2:37

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: The WorkForce Management Group, Inc.
(Proposed corporate name - must include suffix)

300002235813--6
-07/11/97--01054--004
***131.25 ***131.25

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

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Daryl Gonos
Name (Printed or typed)
1002 Brooks Lane
Address
Delray Beach FL 33483
City, State & Zip
561 243-0440
Daytime Telephone number

PA
7/14/97

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

ARTICLES OF INCORPORATION

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

SECRETARY
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

The WorkForce Management Group, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

PLACE OF BUSINESS: 1002 BROOKS LANE
DELRAY BEACH FL 33483

MAILING ADDRESS: P.O. BOX 2975
DELRAY BEACH, FL 33447

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Todd A. Cotharin
1002 Brooks Lane
Delray Beach, Florida 33483

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):


TODD A. COTHARIN
1002 BROOKS LANE
DEL RAY BEACH, FL 33483

DARYL GONDS
1002 BROOKS LANE
DEL RAY BEACH, FL 33483

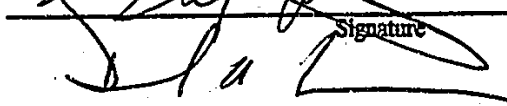
The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

8 day of July, 1997.

(An additional article must be added if an effective date is requested.)



Signature Todd A. Cotharin



Signature Daryl Gonds

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

JUL 11 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED 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 The WorkForce Management
Group, Inc.

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

Todd A. Cotharin
(NAME)

1002 Brooks Lane
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

Delray Beach Florida 33483
(CITY/STATE/ZIP)

Having 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.


(SIGNATURE)

Todd A. Cotharin

7-8-97
(DATE)