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A-1 PROFESSIONAL EMPLOYER III, L.L.C.

3829 Coconut Palm Drive
Tampa, Florida 33619
(813) 620-1661 Fax: (813) 621-6491

June 15, 2001

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

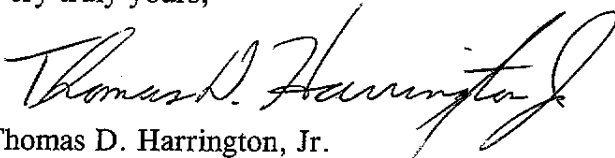
RE: A-1 Professional Employer III, L.L.C.

500004437125--5
-06/22/01--01053--009
****125.00 ****125.00

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Organization and a check for \$125.00 - Filing Fee and Registered Agent Designation.

Very truly yours,



Thomas D. Harrington, Jr.
General Counsel

TDHjr/aba

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mt
6/25

A-1 PROFESSIONAL EMPLOYER, III, L.L.C.
ARTICLES OF ORGANIZATION

The undersigned being a duly authorized representative of a Member and acting as organizer of a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the Limited Liability Company shall be A-1 Professional Employer III, L.L.C.

ARTICLE II. DURATION

The period of the Company's duration shall commence on the date of filing of these Articles of Organization and shall exist perpetually, unless terminated (i) in accordance with the Company's regulations which shall be evidenced by an operating agreement, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of all the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

ARTICLE III. PURPOSE

The purpose of which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. ADDRESS OF PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company shall be:

3829 Coconut Palm Drive
Tampa, Florida 33619

ARTICLE V. REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is:

Thomas D. Harrington, Jr.
3829 Coconut Palm Drive
Tampa, Florida 33619

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A written statement as prescribed by the Florida Department of State pursuant to Section 608.407(1)(d), Florida Statutes, is attached to these Articles of Organization.

ARTICLE VI. ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of the Member of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

ARTICLE VII. MANAGEMENT

The responsibility and control of the management and conduct of the Company's day-to-day activities and operations shall be vested in the Member and such officers as he may appoint in his discretion. The name and address of the sole member of the Company is:

Melvin Klinghoffer
3829 Coconut Palm Drive
Tampa, Florida 33619

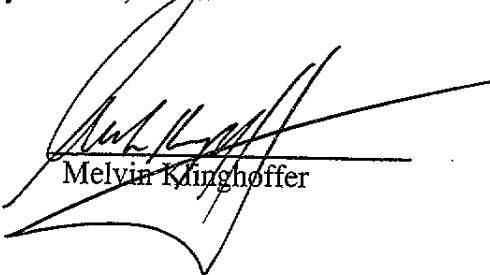
ARTICLE VIII. AMENDMENT OF REGULATIONS

The power to adopt, alter, amend, or repeal regulations of the Company shall be vested in the Member of the Company.

ARTICLE IX. AFFIDAVIT

Attached to these Articles of Organization is the Affidavit required by Section 608.407(1)(d), Florida Statutes.

IN WITNESS WHEREOF, the undersigned, as authorized representative of a Member, has executed these Articles of Organization on this 15th day of June, 2001.


Melvin Klinghoffer

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, or other more applicable statute, the following is submitted:

That A-1 Professional Employer III, L.L.C., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Organization, at 3829 Coconut Palm drive, City of Tampa, County of Hillsborough, State of Florida 33619, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the limited liability company named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Limited Liability Company Act, and am familiar with, and accept, the obligations of that position.

Dated: June 15, 2001

By: 

Thomas D. Harrington, Jr.
Registered Agent

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