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BK

CAPITAL CONNECTION, INC.

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

Comp + HR Solutions, Inc.

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**Articles of Organization
for
COMP & HR SOLUTIONS, LLC
(A Limited Liability Company)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be: COMP & HR SOLUTIONS, LLC
2. Duration/Continuation. The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or as provided in the company's Operating Agreement.
3. Purpose and Powers. The purpose of the Company shall be to engage in professional employer organization brokerage. The Company shall be authorized to transact all lawful business for which a limited liability company may be organized under the laws of Florida.
4. The mailing address is 8405-A Benjamin Road, Tampa, Florida 33634. The street address is 8405-A Benjamin Road, Tampa, Florida 33634.
5. Registered Agent and Office. The name and street address of the initial registered agent and office for this company are as follows: Robert Gregory Brittain, 2261 Kent Drive, Largo, Florida 33774.

6. Initial Member(s).

The name(s) and address(s) of the initial Member is:

Robert Gregory Brittain
2261 Kent Drive
Largo, Florida 33774

7. Management of Company.

The business of the Company shall be managed by the Managerial Member. The name(s) and address(s) of the Managerial Member is:

Robert Gregory Brittain
2261 Kent Drive
Largo, Florida 33774

The Managerial Member shall have all authority to act on behalf of the Company.

8. Amendment of Articles of Organization.

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

9. Regulations of Company.

The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Managerial Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Managerial Manager(s) may be repealed or altered, new regulations may be adopted by the Members, and the Members may prescribe in any regulations made by them that such regulations may not be altered, amended or repealed by the Managerial Manager without unanimous Member consent. Members may also enter into such agreements relating to the company, including an Operating Agreement, as Members deem necessary and appropriate.

10. Informal Action of Members.

Any action of the Members may be taken without a meeting if consent in writing setting forth and authorizing the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

11. Transferability of Member's Interest.

An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand this / 8 day of June, 2004.


Robert Gregory Brittain

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Robert Gregory Brittain, who executed the foregoing Articles of Organization, and he acknowledged before me that he executed those Articles of Organization. He is () personally known to me or (✓) produced FL Dr. Lic as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18 day of June, 2004.

Donald Michael Lins
NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Donald Michael Lins
My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 608, Florida Statutes, the following is submitted in compliance with said Act:

That COMP & HR SOLUTIONS, LLC desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization, at 8405-A Benjamin Road, Tampa, Florida 33634, has named Robert Gregory Brittain, located at 2261 Kent Drive, Largo, Florida 33774, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: Having been appointed registered agent, I acknowledge that I am familiar with and accept the obligations as registered agent as designated in Chapter 608, Fla. Stat.

By: Robert Gregory Brittain
Robert Gregory Brittain, Registered Agent

Date: June 18, 2004

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Robert Gregory Brittain, who executed the foregoing Certificate, and he acknowledged before me that he executed the Certificate. He is personally known to me or produced FL Dr. Lic as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18 day of June, 2004.

Donald Michael Lins
NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Donald Michael Lins
My Commission Expires:

