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ARTICLES OF ORGANIZATION

OF

EQUITY STAFF LEASING II, LLC

These Articles of Organization of EQUITY STAFF LEASING II, LLC is being duly executed and filed to form a limited liability company pursuant to the Florida Limited Liability Company Act (the "Act").

ARTICLE I

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Name The name of the limited liability company (the "Company") formed hereby

EQUITY STAFF LEASING II, LLC

ARTICLE II

Address of Principal Office

The mailing and street address of the Company's principal office is:

1805 SE 16th Avenue, Suite 1301 Ocala, Florida 34471

ARTICLE III

Address of Registered Office

The address of the initial registered office of the Company is 29 North Pinellas Ave., Tarpon Springs, FL 34689 and the name of its initial registered agent at such address is Michael E. Dris, Esquire.

IN WITNESS WHEREOF, the undersigned Member or authorized representative of a Member has executed these Articles of Organization on September 27, 2006.

Michael E. Dris, Esquire LAHASSEE. SEP 29 П

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and to accept service of process for the abovestated Company, at the place designated in these Articles of Organization. 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.

DATED: September 27, 2006

Michael E. Dris, Esquire