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Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850)922-4003

From:

Account Name : CORPORATE CREATIONS ENTERPRISES, INC.
Account Number : 072100000245
Phone : (561)775-9980
Fax Number : (561)694-1639

LIMITED LIABILITY COMPANY

WorkForce Solutions III, LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

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effective 10/1/99

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
WorkForce Solutions III, LLC

Article II. Address

The mailing address and street address of the Company's principal office is:
WorkForce Solutions III, LLC
1801 Centrepark Drive East, Suite 100
West Palm Beach FL 33401

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Corporate Creations Enterprises Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of a majority of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by the members, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
8895 North Military Trail #202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107

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Article V. Management

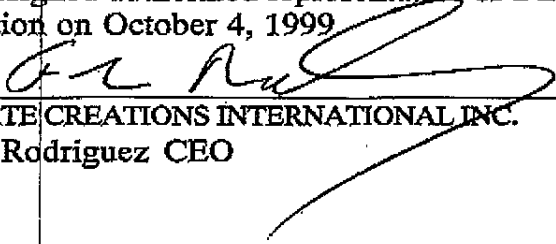
This will be a manager-managed company. The name of each manager is:

James L. Breedlove
Charles E. Wallace

Article VI. Company Existence

The Company's existence shall begin effective as of October 1, 1999.

The undersigned authorized representative of a member executed these Articles of Organization on October 4, 1999


CORPORATE CREATIONS INTERNATIONAL INC.
Frank A. Rodriguez CEO

Corporate Creations International Inc.
8895 North Military Trail #202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107

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ST. JOHN'S
COUNTY
CLERK OF COURT
OFFICE

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

WorkForce Solutions III, LLC


REGISTERED AGENT/OFFICE:

Corporate Creations Enterprises Inc.

941 Fourth Street #200

Miami Beach FL 33139

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS ENTERPRISES INC.

Frank A. Rodriguez, CEO

Date: October 4, 1999

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