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REFERENCE : 497932 81007A

AUTHORIZATION : _____

COST LIMIT : PPD _____

ORDER DATE : November 30, 1999

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ORDER NO. : 497932-005

CUSTOMER NO: 81007A

CUSTOMER: John K. McClure, Esq
SWAINE HARRIS SHEEHAN &
SWAINE HARRIS SHEEHAN &
425 South Commerce Avenue

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****125.00 ****125.00

Sebring, FL 33870

DOMESTIC FILING

NAME: HEACOCK STAFFING, L.L.C.

EFFECTIVE DATE: _____

XX ARTICLES OF INCORPORATION _____
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS: _____

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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HL 11/30

TALLAHASSEE FLORIDA
SECRETARY OF STATE

99 NOV 30 AM 10:25

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**ARTICLES OF ORGANIZATION
OF
HEACOCK STAFFING, L. L. C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, under the name of Heacock Staffing, L.L.C., providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be HEACOCK STAFFING, L.L.C. and its principal office shall be located at 211 South Ridgewood Drive, Sebring, Florida 33870, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The address of the principal office shall also serve as the mailing address.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in every aspect and phase of the business of professional employer organization to lease employees to businesses.
2. To engage in any activity or business authorized under the Florida Statutes.
3. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

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6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Management of this limited liability company is reserved to its members, in proportion to their contribution to the capital of this limited liability company.

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ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, conviction of a felony or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

DURATION

This limited liability company shall exist perpetually from the date of filing with the Secretary of State, State of Florida, or until dissolved in a manner provided by law, or as provided in the operating agreement adopted by the members.

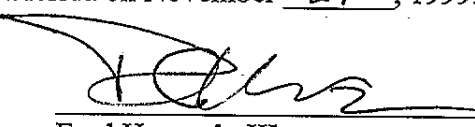
ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 211 South Ridgewood Drive, Sebring, Florida, 33870 and the name of the company's initial registered agent at that address is Beth Johnson.

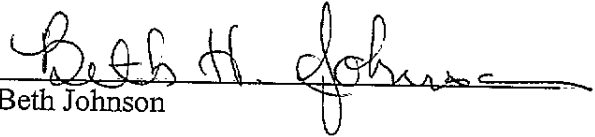
The undersigned, being one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of HEACOCK STAFFING, L.L.C.

Executed by the undersigned at Sebring, Florida on November 29, 1999.



Ford Heacock, III

I, Beth Johnson, hereby agree to accept the appointment as registered agent of Heacock Staffing, L.L.C. in accordance with such designation in these Articles of Organization. I am familiar with and accept the obligations of a registered agent as provided for in Chapter 608, Florida Statutes (1999).


Beth Johnson

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