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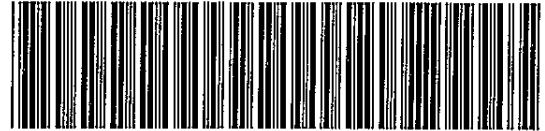
(Business Entity Name)

(Document Number)

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CLERK OF THE STATE  
TALLAHASSEE, FLORIDA

Handwritten initials

LAW OFFICES  
**DAVID R. SCHACHTER**  
N.Y., N.J. & FLA. BARS

2A OLDE WILLOW WAY  
BRIARCLIFF MANOR, N.Y. 10510

TEL. (914) 762-4200  
FAX (914) 923-9760

September 3, 2003

FEDERAL EXPRESS

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

RE: Independent PEO Agents of America, Inc.

Gentlemen:

Enclosed please find the original and two (2) copies of the Articles of Incorporation of the above named Not for Profit Corporation, together with my check payable to Department of State in the amount of \$78.75.

Please file the original Articles of Incorporation, and return the filing receipt and one certified copy of the Articles to the undersigned, in the postpaid envelope provided.

Very truly yours,



David R. Schachter  
DRS/s

enc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

-of-

INDEPENDENT PEO AGENTS OF AMERICA, INC.

(A Corporation Not-For-Profit)

The undersigned, acting as Incorporator, hereby forms a corporation, not for profit, under the provisions of Chapter 617, Florida Statutes.

ARTICLE ONE  
CORPORATE NAME

The name of the corporation shall be Independent PEO Agents of America, Inc., and is to be located in Hillsborough County, Florida.

ARTICLE TWO  
PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the corporation shall be 2101 N. Dundee St., Tampa, Florida 33629. The principal office and/or mailing address of the corporation may be changed at any time or from time to time by the corporation's Board of Directors.

ARTICLE THREE  
PURPOSES

The purposes of this corporation shall be:

- (1) to advance the professional status of independent agents engaged in the marketing of professional employer organization (PEO) services;
  - (2) to promote uniformly high standards of service, financial responsibility and ethical conduct among independent agents and brokers of PEO services;
  - (3) to encourage and promote professional improvement and provide for the exchange of constructive ideas, methods and techniques among independent agents and brokers of PEO services;
  - (4) to represent the professional interests of the corporation's members in matters of public policy and affairs relating to or affecting the PEO industry;
  - (5) to promote public confidence, esteem and respect for the corporation and its members;
- and

(6) to establish and maintain official affiliation and/or cooperate with other professional organizations to further objectives of common interest with the corporation.

#### ARTICLE FOUR BOARD OF DIRECTORS; BY- LAWS

(1) The business affairs of the corporation shall be managed a Board of Directors, who shall be elected in the manner stated in the corporation's By-laws.

(2) The Board of Directors of the corporation may provide such By-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice the By-laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

#### ARTICLE FIVE CORPORATE POWERS

The powers of the corporation shall be as provided in Section 617.0302, Florida Statutes, provided, however, that (1) in no event shall any part of the net earnings of the corporation inure to the benefit of any private individual, firm or corporation, and (2) no substantial part of the corporation's activities will be the promulgation or carrying out of propaganda, or otherwise attempting to influence legislation, nor will the corporation participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

#### ARTICLE SIX REGISTERED OFFICE AND AGENT


The address of the corporation's initial registered office shall be 2101 N. Dundee St., Tampa, Florida 33629, and the name of the corporation's initial registered agent at that address is T. Michael Rosier. The registered office and/or agent of the corporation may be changed at any time or from time to time by the corporation's Board of Directors.

#### ARTICLE SEVEN NAME AND ADDRESS OF INCORPORATOR

The name of the Incorporator is T. Michael Rosier, and his address is 2101 N. Dundee Street, Tampa, Florida 33629.

ACCEPTANCE BY REGISTERED AGENT

I, T. MICHAEL ROSIER, hereby acknowledge and accept my designation as Registered Agent of Independent PEO Agents of America, Inc., contained in Article Sixth of the foregoing Articles of Incorporation, at the address specified therein. I further acknowledge that I am familiar with and accept all the obligations of that position.

  
T. MICHAEL ROSIER

STATE OF FLORIDA

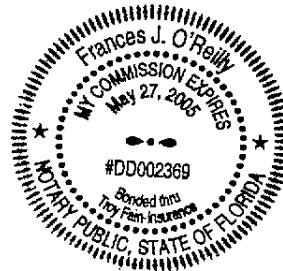
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared T. Michael Rosier, who is personally known to me or who furnished FL DRIVER'S LICENSE as identification, and who did /did not take an oath, and who is the person described in and who executed the foregoing Acceptance by Registered Agent, and he acknowledged before me according to law that he made and executed the same freely and voluntarily, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Tampa, in the County and State aforesaid, on this 31 day of January, 2003.

  
NOTARY PUBLIC  
Printed Name: \_\_\_\_\_

My Commission Expires:

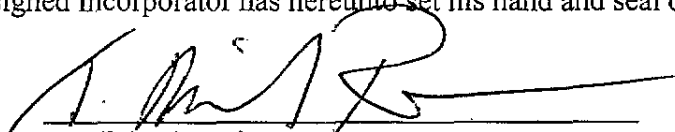


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CLERK OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE EIGHT  
DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm or corporation shall ever receive dividends or profits from the undertaking of this corporation and upon dissolution of the corporation all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, and none of the assets will be distributed to any member, officer or director of the corporation.

IN WITNESS WHEREOF, we the undersigned Incorporator has hereunto set his hand and seal on this 31 day of January, 2003.

  
T. Michael Rosier

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared T. Michael Rosier, who is personally known to me or who furnished FL DRIVER'S LICENSE as identification, and who did/did not take an oath, and who is the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me according to law that he made and executed the same freely and voluntarily, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Tampa, in the County and State aforesaid, on this 31 day of January, 2003.

  
NOTARY PUBLIC  
Printed Name: \_\_\_\_\_

My Commission Expires:

