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ACCOUNT NO... : 072100000032  
REFERENCE : 649697 4351650  
AUTHORIZATION : Patricia Pignato  
COST LIMIT : \$ 78.75

ORDER DATE : April 4, 2000  
ORDER TIME : 11:41 AM  
ORDER NO. : 649697-010 100003195271--5  
CUSTOMER NO: 4351650

CUSTOMER: Mr. Steve Marshall  
LEBOEUF LAMB GREENE & MACRAE  
LEBOEUF LAMB GREENE & MACRAE  
Suite 2800  
50 North Laura Street  
Jacksonville, FL 32202-3650

DOMESTIC FILING

NAME: MODIS OF PENNSYLVANIA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

*J 4/4/00*

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
00 APR -4 PM 1:35

RECEIVED  
00 APR -4 PM 1:  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MODIS OF PENNSYLVANIA, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 APR -4 PM 1:36

ARTICLE I - NAME

The name of this Corporation is Modis of Pennsylvania, Inc.

ARTICLE II - ADDRESS

The address of the principal office and mailing address of this Corporation is One Independent Drive, Jacksonville, Florida 32202.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of common stock, all of which shall be of the par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1201 Hays Street, Tallahassee, Florida 32301 and the name of its initial registered agent at such address is Corporation Service Company.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be three and the name and address of each person who is to serve as a member thereof is:

Derek E. Dewan	One Independent Drive Jacksonville, Florida 32202
Michael D. Abney	One Independent Drive Jacksonville, Florida 32202
Marc M. Mayo	One Independent Drive Jacksonville, Florida 32202

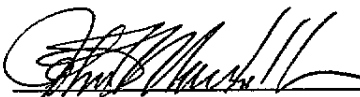
ARTICLE VI - INCORPORATOR

The name and address of the incorporator is John L. Marshall III, One Independent Drive, 25th Floor, Jacksonville, Florida 32202.

ARTICLE VII - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Notwithstanding the foregoing, the liability of the directors, officers, employees or agents of the Corporation shall not be eliminated with respect to omissions which involve a violation of the criminal law, a transaction from which the director, officer, employee, or agent derives an improper personal benefit or the willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of March, 2000.

  
\_\_\_\_\_  
John L. Marshall III  
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Modis of Pennsylvania, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Corporation Service Company, located at 1201 Hays Street, City of Tallahassee, State of Florida, as its agent to accept service of process within Florida.



John L. Marshall III  
Incorporator

March 30, 2000

Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Corporation Service Company hereby agrees to act in this capacity, and Corporation Service Company further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

By: 

Print Name:

**BRIAN COURTNEY, ASST. V.P.**

*CS/As agent*

4-4-2000

Date

JK144975

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