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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-05/11/00--01008--012
*****87.50 *****87.50

SUBJECT: EMPLOYERS RESOURCE ADVANTAGE, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: ROBERT LEFCORT
Name (Printed or typed)

3069 NW 25TH TERRACE
Address

BOCA RATON, FL 33434
City, State & Zip

561-488-0250
Daytime Telephone number

FILED
00 MAY 11 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FL 32302

NOTE: Please provide the original and one copy of the articles.

5-15
5/11/00

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

FILED
00 MAY 11 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the Corporation shall be:

Employers Resource Advantage, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

3069 NW 25th Terrace
Boca Raton, Florida 33434

ARTICLE III PURPOSE

The purpose for which the Corporation is organized is

To own and operate a Professional Employer Organization

ARTICLE IV SHARES

The number of shares of stock is:

The Corporation shall have the authority to issue 1,500 shares of common stock, par value \$.01 per share.

ARTICLE V INITIAL OFFICERS/DIRECTORS

The name and address is:

Robert A. Lefcort, President, Secretary, and Director

3069 NW 25th Terrace
Boca Raton, Florida 33434

ARTICLE VI REGISTERED AGENT

The name and address of the registered agent of the Corporation is:

Robert A. Lefcort
3069 NW 25th Terrace
Boca Raton, Florida 33434

ARTICLE VII INCORPORATOR

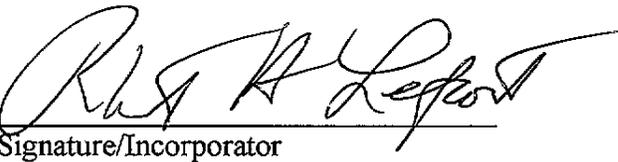
The name and address of the incorporator is:

Robert A. Lefcort
3069 NW 25th Terrace
Boca Raton, Florida 33434

.....
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent

July 8, 2000
Date


Signature/Incorporator

July 8, 2000
Date