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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 726073 7112677

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 78.75

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ORDER DATE : June 9, 2000

ORDER TIME : 10:56 AM

ORDER NO. : 726073-005

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CUSTOMER NO: 7112677

CUSTOMER: Mr. Jeffrey S. Hoffman
CHEFFY, PASSIDOMO, WILSON &
CHEFFY, PASSIDOMO, WILSON &
Suite 201
821 Fifth Avenue South
Naples, FL 34102

DOMESTIC FILING

NAME: P.E.O. SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUN -9 PM 12:11

RECEIVED

J. 6/9/00

June 8, 2000

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DIVISION OF CORPORATIONS

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

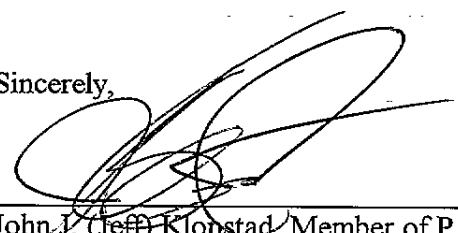
Re: Formation of P.E.O. Services, Inc.

Dear Sir or Madam:

I am a member of P.E.O. Services, L.C. (the "LLC"), a Florida limited liability company formed effective as of September 30, 1999. I and the other members of the LLC have decided to convert it into a for profit corporation under Florida law, to be known as P.E.O. Services, Inc. Enclosed are Articles of Incorporation to form P.E.O. Services, Inc., along with the necessary filing fees. I and the other members of the LLC, M. Thomas Ruke, Jr., John A. Rousseau and James E. Hahn, own equal membership interests in the LLC, and we will be equal shareholders in P.E.O. Services, Inc. Therefore, we request that the Division of Corporations permit us, as all of the members of the LLC, to convert the LLC into a for profit corporation to be known as P.E.O. Services, Inc.

If you have any questions, please contact our attorney, Jeffrey S. Hoffman, at (941) 436-1503.

Sincerely,



John J. (Jeff) Klopstad, Member of P.E.O. Services, L.C.
and President and a Shareholder of P.E.O. Services, Inc.

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ARTICLES OF INCORPORATION
OF
P.E.O. SERVICES, INC.

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The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be P.E.O. Services, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 3443 Hancock Bridge Parkway, Suite 102, Fort Myers, FL 33903. The mailing address of the Corporation shall be 3443 Hancock Bridge Parkway, Suite 102, Fort Myers, FL 33903.

ARTICLE III - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on June 9, 2000.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of voting common stock having a par value of One Cent (\$0.01) per share.

ARTICLE V - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 3443 Hancock Bridge Parkway, Suite 102, Fort Myers, FL 33903. The Board of Directors may from time to time move the registered office to any other address in Florida. The

name of the initial registered agent of this Corporation at that address is John J. (Jeff) Klopstad. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this Corporation are:

<u>Name</u>	<u>Address</u>
John J. (Jeff) Klopstad	3443 Hancock Bridge Parkway Suite 102 Fort Myers, FL 33903

ARTICLE VII - INITIAL BOARD OF DIRECTORS


- A. The initial number of directors of this Corporation shall be four (4).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors, each of whom shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, are:

<u>Name</u>	<u>Address</u>
M. Thomas Ruke, Jr.	3443 Hancock Bridge Parkway Suite 102 Fort Myers, FL 33903
John J. (Jeff) Klopstad	3443 Hancock Bridge Parkway Suite 102 Fort Myers, FL 33903
John A. Rousseau	3443 Hancock Bridge Parkway Suite 102 Fort Myers, FL 33903

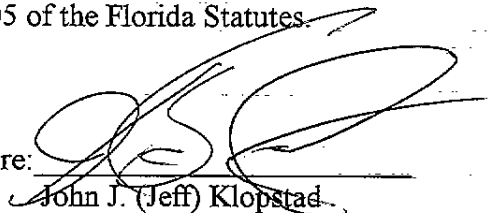
James E. Hahn

3443 Hancock Bridge Parkway
Suite 102
Fort Myers, FL 33903

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed
these Articles of Incorporation at Naples, Florida, this 8th day of June, 2000.


John J. (Jeff) Klopstad

Having been named as registered agent for the above mentioned Corporation, at the
place designated in the foregoing Articles of Incorporation, I hereby accept such designation and
agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative
to the proper and complete performance of my duties as registered agent. I am familiar with, and
accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 

John J. (Jeff) Klopstad

Date: June 8, 2000

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