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September 27, 2000

VIA FEDERAL EXPRESS

Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

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-09/29/00--01010--005
****700.00 *****70.00

Re: *STS Entities*

Dear Sir or Madam:

Enclosed for filing with the Florida Secretary of State are 10 Articles of Incorporation for the following entities:

1. STS Management Services, Inc.;
2. STS Management Solutions, Inc.;
3. STS Regional Management Services, Inc.; ✓
4. STS Administrative Services, Inc.;
5. STS Administrative Solutions, Inc.;
6. STS Administrative Services of Florida, Inc.;
7. STS Management Services of Florida, Inc.;
8. STS National Management Services, Inc.;
9. STS National Administrative Services, Inc.; and
10. STS Regional Administrative Services, Inc.

FILED
00 SEP 28 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Also enclosed is our client's check in the amount of \$700.00 for the filing fee. Please return filed stamped copies of the enclosed to me at the address above. If you have any questions regarding the foregoing, please don't hesitate to contact this office. Please return the filed items to me in the enclosed self-addressed, stamped envelopes.

Very truly yours,

Amy W. Recchio

Amy W. Recchio

Per AC

T. Burch OCT 1 2000

**ARTICLES OF INCORPORATION OF
STS REGIONAL ADMINISTRATIVE SERVICES, INC.**

FILED

00 SEP 28 PM 1:25

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is **STS REGIONAL ADMINISTRATIVE SERVICES, INC.**

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office and mailing address is c/o State Tax Solutions, Inc., 3001 North Rocky Point Drive East, PMB 2022, Suite 200, Tampa, Florida 33607.

ARTICLE III
PURPOSE

EFFECTIVE DATE
09-26-00

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida. The Corporation shall begin its existence on September 26, 2000.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, \$.001 par value per share.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

Address

Scott Guenther

3001 North Rocky Point Drive East
Suite 200
Tampa, Florida 33607

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and until their successors have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Scott Guenther	c/o State Tax Solutions, Inc. 3001 North Rocky Point Drive East PMB 2022, Suite 200 Tampa, Florida 33607
Christopher Munyon	c/o State Tax Solutions, Inc. 3001 North Rocky Point Drive East PMB 2022, Suite 200 Tampa, Florida 33607

ARTICLE VII
INCORPORATOR

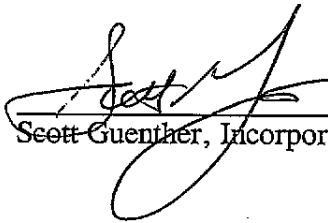
The name and address of the person signing these Articles as Incorporator are:

<u>Name</u>	<u>Address</u>
Scott Guenther	c/o State Tax Solutions, Inc. 3001 North Rocky Point Drive East PMB 2022, Suite 200 Tampa, Florida 33607

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 2nd day of September, 2000.



Scott Guenther, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is STS Regional Administrative Services, Inc.
2. The name and address of the registered agent and office are:

Scott Guenther
3001 North Rocky Point Drive East
Suite 200
Tampa, Florida 33607

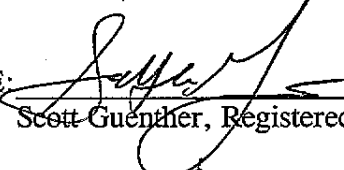
SIGNATURE: 
TITLE: Scott Guenther, Incorporator
DATE: September 26th, 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 28 PM 1:25

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 
Scott Guenther, Registered Agent
DATE: September 26th, 2000