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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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From:

Account Name : CAPITAL CONNECTION, INC.
Account Number : T20000000257
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FLORIDA PROFIT CORPORATION OR P.A.

Joe Jenkins, Co.

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CAPITAL CONNECTION

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 6, 2000

CAPITAL CONNECTION, INC.

SUBJECT: JOE JENKINS, CO.
REF: W00000026543

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

ARTICEL IX THE REGISTERED AGENTS NAME IS NOT LISTED EXACTLY AS IT APPEARS WITH THE DOS RECORDS.

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Neysa Culligan
Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

(850)487-6013

=> CAPITAL CONNECTION ,TEL=850 222 1222

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ARTICLES OF INCORPORATION
OF

Joe Jenkins, Co.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be Joe Jenkins, Co. The principal place of business of the Corporation shall be 8430 Aqua Cove Lane, North Fort Myers, Florida 33903, (941) 823-3999.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is anything to do with employee leasing.

In addition the Corporation shall have power:

(1) to conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries;

(2) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;

(3) to purchase the corporate assets of any other corporation and engage in the same or other character of business;

(4) to guarantee, endorse, purchase, hold, sell, transfer,

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TALLAHASSEE FLORIDA

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mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other Corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock; and

(5) to engage in any and all other activity or business whatever permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1000 shares of common stock of a par value of \$1.00 per share.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same class or series as that which is already issued, shall have the right to purchase a prorata share thereof at the price at which it is offered to others.

ARTICLE V

PREEMPTIVE RIGHTS DENIED

No holder of any of the shares now or hereafter issued by the Corporation shall be entitled as a matter of right to subscribe for or purchase any part of the unissued shares of the Corporation of any class whatsoever or to subscribe for or purchase any additional

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shares, whether common, preferred, or of any other class, to be issued by reason of any increase in the authorized capital of the Corporation, or to subscribe for or purchase any bonds, certificates of indebtedness, debentures, or other securities, convertible into shares of the Corporation. Any and all such unissued shares and such additional authorized issue of new shares and such securities convertible into shares may be issued, allotted, and disposed of to such persons, firms, Corporations, or associations and for such lawful consideration and upon such terms as the Board of Directors may deem advisable and for the best interests of the Corporation.

ARTICLE VI

TRANSFER OF SHARES

Any shareholder desiring to transfer his shares of stock in this Corporation must first offer his shares to the Corporation for the same price as being offered to any third party. The Corporation shall have twenty (20) days to acknowledge acceptance of said offer. If the Corporation should decline to purchase said stock or fails to acknowledge acceptance within twenty days, then said shareholder shall offer his shares for sale to the remaining shareholders in a pro rata basis and those shareholders shall have an additional twenty days to acknowledge acceptance of said offer.

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ARTICLE VII

PROHIBITION OF TRANSFER OF SHARES

If a shareholder shall be indebted to the Corporation, the directors may refuse to consent to a transfer of his shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

ARTICLE VIII

TERM OF EXISTENCE

This Corporation is to exist perpetually, commencing on the date these Articles are filed with the Office of Secretary of State, State of Florida.

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is Capital Connection, Inc. and the name of the initial registered agent of this Corporation at that address is 417 E. Virginia Street, Suite 1, Tallahassee, Florida 32301.

ARTICLE X

DIRECTORS

This Corporation shall have ONE (1) director initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be

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CAPITAL CONNECTION
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less than one or more than seven. The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
WAYNE W. WELCH	8430 AQUA COVE LANE NORTH FORT MYERS, FLORIDA 33903

ARTICLE XI

INCORPORATORS

The name and address of each Incorporator of this Corporation and the number of shares of stock each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
WAYNE W. WELCH	8430 AQUA COVE LANE NORTH FORT MYERS, FLORIDA 33903	1000

ARTICLE XII

OFFICERS

The officers of this Corporation shall be a President, WAYNE W. WELCH and such additional officers and agents as may be provided in the By-Laws or designated by the Board of Directors.

Directors shall be elected by the shareholders at their annual meeting which will be held at the registered office of the Corporation or at such other place as may be provided by the By-Laws, or otherwise agreed upon, on the 1st day of December of each and every year, or at such other time as may be designated in the By-Laws, and the annual directors' meeting shall be held immediately after the adjournment of the annual shareholders'

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meeting, which shall include the election of officers by the Board of Directors.

ARTICLE XIII

AMENDMENT

These Articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIV

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

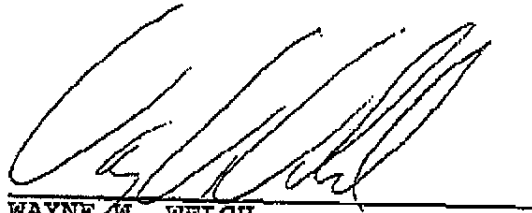
ARTICLE XV

COMPENSATION OF OFFICERS AND DIRECTORS

No salary or other compensation shall be paid to any director or officer of the Corporation for services rendered as such director or officer unless and until the same shall have been approved in writing, or by affirmative vote taken at a duly held shareholders' meeting by the record holders of at least two thirds of the then outstanding capital shares of the Corporation.

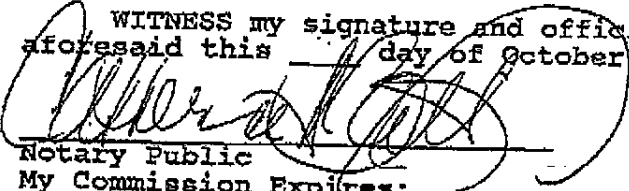
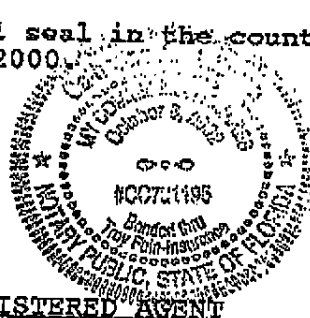
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WAYNE W. WELCH
IncorporatorSTATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared WAYNE W. WELCH to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my signature and official seal in the county
aforesaid this _____ day of October, 2000.

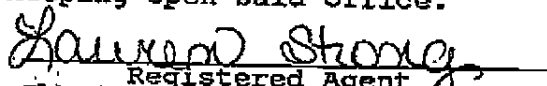

Notary Public
My Commission Expires:SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Registered Agent
Client Representative for
Capital Connection, Inc.

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