

PD1000028038

February 27, 2001


Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
2001 MAR 19 PM 1:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Subject: HRPartners, Inc.

To Whom It May Concern:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 (seventy dollars) for filing fee and designation of registered agent for the proposed corporation. If you have any questions or concerns, please contact the undersigned at the telephone number or address indicated below.


Curtis B. Lee
37 North Orange Avenue, Suite 500
Orlando, Florida 32801
(407) 366-7228

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED

2001 MAR 19 PM 1:38

SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 2, 2001

CURTIS B. LEE
37 NORTH ORANGE AVENUE
SUITE 500
ORLANDO, FL 32801

SUBJECT: HRPARTNERS, INC.
Ref. Number: W01000004850

We have received your document for HRPARTNERS, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 401A00013112

ARTICLES OF INCORPORATION
OF
HRPARTNERS CONSULTING, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I: NAME

The name of the corporation is HRPartners Consulting, Inc.

ARTICLE II: ADDRESS

The initial principal office of the corporation will be located at 37 North Orange Avenue, Suite 500, Orlando, Florida 32801. The mailing address of the corporation will be Post Office Box 3412, Orlando, Florida 32802-3412.

ARTICLE III: DURATION

The period of duration of the corporation is perpetual.

ARTICLE IV: PURPOSE

The purpose for which the corporation is organized is to engage in business and human resource and relations consulting, as well as any and all lawful business enterprises and activities.

ARTICLE V: AUTHORIZED SHARES

Number.—The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Capital Stock with a value of \$1.00 (one dollar) per share.

Stated capital.—The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends.—The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

Classes of stock.—The shares of the corporation are not to be divided into classes.

Share series.—The corporation is not authorized to issue shares in series.

ARTICLE VI: REGISTERED AGENT

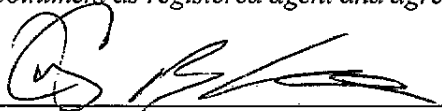
The name of the initial registered agent of the corporation is Curtis B. Lee, whose initial address is 37 North Orange Avenue, Suite 500, Orlando, Florida 32801

ARTICLE VII: INCORPORATORS

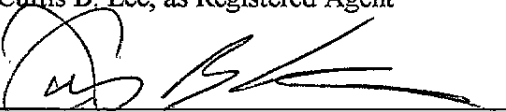
The name(s) and address(es) of the initial incorporator(s) is (are) as follows:

<i>Name</i>	<i>Number & Street</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>
Curtis B. Lee	37 North Orange Avenue	Orlando	Florida	32801

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.


Curtis B. Lee, as Registered Agent

February 27, 2001
Date


Curtis B. Lee, as Incorporator

February 27, 2001
Date

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Sections 607.0501 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 HRParnters Consulting, Inc.
2. The name and address of the registered agent and office is:

Curtis B. Lee
37 North Orange Avenue, Suite 500
Orlando, Florida 32801
(407) 366-7228

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Curtis B. Lee, as Registered Agent

February 27, 2001
Date