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FLORIDA PROFIT CORPORATION OR P.A.

Employee Plus, Inc.

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|-----------------------|--------|
| Certificate of Status | 0 |
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ARTICLE OF INCORPORATION OF EMPLOYEE PLUS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Employee Plus, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 700 Bee Pond Road, Palm Harbor, Florida 34683-1401.

ARTICLE II DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III PURPOSE

Section 3.1. Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of \$0.10 per share.

Prepared by:
Kevin E. Hyde, Esquire
Foley & Lardner
200 Laura Street, Third Floor
Post Office Box 240
Jacksonville, Florida 32202
Telephone: 904/359-2000
Florida Bar No.: 768235

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Section 4.2 Issuance of Securities. Before the Company (i) issues, sells or exchanges, (ii) agrees or obligates itself to issue, sell or exchange, or (iii) reserves or sets aside for issuance sale or exchange, any shares of its capital stock or any other equity security of the Company (including any convertible debt security of the Company which by its terms is convertible into or exchangeable for any equity security of the Company) or any option, warrant or other right to subscribe for, purchase or otherwise acquire any such equity security or debt security of the Company, the Company shall first obtain the prior written consent of each of the Company's shareholders; provided that this paragraph shall not apply to shares of common stock issued as stock dividend to holders of common stock or to any subdivision or combination of shares of common stock, and also shall not apply to shares of a series of preferred stock issued as a stock dividend to holders of such series of preferred stock or to any subdivision or combination of shares of a series of preferred stock.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address: The street address of the initial registered office of this corporation is 700 Bee Pond Harbor, Florida 34683-1401 and the name of the initial registered agent of this corporation at that address is David J. Linesch.

ARTICLE VI DIRECTORS

Section 6.1 Number: This corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the corporation are:

| <u>Name:</u> | <u>Address:</u> |
|-------------------|------------------------------------------------------|
| Ray Neff | 700 Bee Pond Road Palm Harbor, Florida 34683-1401 |
| David J. Linesch | 700 Bee Pond Road Palm Harbor, Florida 34683-1401 |
| Katherine J. Hyde | 3545 Pine Street Jacksonville, Florida 32205 |

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**ARTICLE VII
BYLAWS**

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

**ARTICLE VIII
INCORPORATION**

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation is:

Name:Address:

Kevin E. Hyde

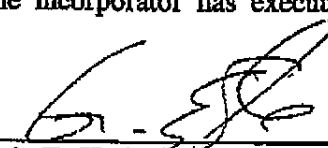
200 Laura Street, Third Floor
Jacksonville, Florida 32202**ARTICLE IX
INDEMNIFICATION**

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**ARTICLE X
AMENDMENT**

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on March 24th, 2001.



Kevin E. Hyde, Esquire, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of its duties. I am familiar with and accept the obligations of a registered agent.



David J. Linesch, Registered Agent

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