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Morrison & Mills, P.A.

ATTORNEYS AT LAW
1200 WEST PLATT STREET
SUITE 100
TAMPA, FLORIDA 33606

THOMAS K. MORRISON
FREDERICK J. MILLS
KEVIN A. DITANNA

TELEPHONE (813) 258-3311
TELECOPIER (813) 258-3209

May 1, 2001

Via Federal Express

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

900004134449--1
-05/03/01--01121--007
*****210.00 *****70.00

Re: Filing of Articles of Incorporation for the following three corporations:

SUNWEST P.E.O. OF FLORIDA III, INC.
SUNWEST P.E.O. OF FLORIDA IV, INC.
SUNWEST P.E.O. OF FLORIDA V, INC.

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above three listed corporations. Also enclosed is our check in the amount of \$210.00 to cover the cost of the three filings. Please file the original of the Articles of Incorporation for each individual corporation, stamp the date of filing on each copy and return the copies to me via Federal Express using the provided airbill and package a.s.a.p.

If you have any questions or if there are any problems, please do not hesitate to contact me.

Sincerely,

K. DiTanna

Kevin DiTanna

FILED
MAY -3 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KAD/pns

Enclosures:

1. Original Articles of Incorporation (3)
2. Check in the amount of \$210.00
3. Copy of Articles for return (3)
4. Federal Express Package/Airbill

F. CHESSEN MAY 8 2000

ARTICLES OF INCORPORATION
OF
SUNWEST P.E.O. OF FLORIDA III, INC.

01 MAY -3 PM 1:04
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be SUNWEST P.E.O. OF FLORIDA III, INC.

ARTICLE II

The general nature of the business or businesses to be conducted by this corporation, together with and in addition to those powers conferred by the laws of the State of Florida upon corporations organized under and by virtue of the laws of Florida, shall be as follows:

(a) To provide sales and/or services of a professional employer organization and payroll management services to the general public within and without the State of Florida.

(b) To buy, sell, option, deal in, lease, hold or improve real estate and the fixtures and personal property incident thereto and connected therewith and, with that end in view, to acquire by purchase, lease, or hire, or otherwise, lands, tenements, hereditaments, or any interest therein, and to improve the property of the corporation, and to sell, lease, mortgage, rent, pledge or otherwise dispose of the lands, tenements, hereditaments or other property of the corporation.

(c) To buy, sell, discount and rediscount notes, drafts, bills of exchange, stocks, bonds, securities, and choices of action of all kinds, both as principal and as agent; to also buy, sell and place liens on real and personal property, and to lend money and accept as security therefor liens or pledges of real and personal property; and to also act as agent or trustee of persons and corporations in any and

all other matters which can be solicited, negotiated, operated, and carried on by an agent.

(d) To purchase and sell for itself personal property, stocks, bonds, warrants, and notes and to negotiate loans thereon; to acquire, enjoy, purchase, hold, sell, and transfer the shares of stock of any corporation incorporated under the laws of the State of Florida or any other state of the United States or qualified to do business in any other state of the United States or country belonging to the United Nations or qualified to do business in such nation. To purchase, hold, sell, and transfer shares of its own capital stock, provided this corporation shall not purchase its own shares of stock except from the surplus of its assets over its liabilities, including capital, and provided further that shares of its own capital stock owned by the corporation shall not be voted directly or indirectly nor counted as outstanding for the purpose of any stockholders' quorum or vote.

(e) To act as a fiscal agent for others, to lend money on notes, bonds, mortgages, and commercial securities of all kinds and, while the owner of stock in a corporation, to exercise all the rights of a stockholder therein; to borrow money and secure the payment of same by notes, bonds, drafts or other evidence of indebtedness; to endorse and guarantee the payment of notes and mortgages and all kinds of indebtedness, and to pledge and mortgage any or all of its real estate and personal property for the payment of its own debts or for the debts of others guaranteed by it.

(f) To borrow money and contract debts necessary for the transaction of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporators; to issue bonds, promissory notes, bills of exchange, debentures, or other obligations and evidences of indebtedness payable at a specific time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment of property purchased or acquired or any other lawful objects.

(g) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and licenses or other rights or interests therein and thereunder, and to manufacture, sell and distribute, at wholesale or retail,

all such articles covered by any such patents, copyrights, or trademarks.

(h) To apply and qualify to carry on the general nature of business or businesses as authorized by this corporate charter and/or any amendments hereto in any state of the United States of America.

(i) To act as general partner or limited partner in partnership ventures of all kinds, including, but not limited to, general partnerships and limited partnerships both within and without the state of Florida.

(j) To do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation or amendment thereof or necessary or incidental to the protection or benefit of the corporation and, in addition to the specific powers herein enumerated, to have any and all rights, powers, and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida and, in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether such business is similar in nature to the objects set forth in the Articles of Incorporation or any amendment thereof.

ARTICLE III

The capital stock of the corporation shall be divided into 10,000 shares of common stock with par value of \$1.00 per share, and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property, or in labor or services at a valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The principal offices of the corporation shall be located at 221 Hobbs Street, Suite 101, Tampa,

Florida 33619, but the corporation shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Directors.

ARTICLE VI

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors are as follows:

D. Eric Arfons
221 Hobbs Street
Suite 101
Tampa, Florida 33619

H. Rayburn Martin
221 Hobbs Street
Suite 101
Tampa, Florida 33619

A quorum for the transaction of business shall be a majority of the Directors qualified and acting, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. The Directors may make or amend the Bylaws. The meeting of the Directors may be held within or without the state of Florida. A person shall not have to be a stockholder in order to qualify as a director.

ARTICLE VII

The name and address of the subscriber to these Articles of Incorporation is as follows:

Kevin A. DiTanna, Esq.
Morrison & Mills, P.A.
1200 West Platt Street
Suite 100
Tampa, Florida 33606

and the officers of said corporation who shall hold office until their successors are elected and qualified shall be as follows:

President	D. Eric Arfons
Vice President	H. Rayburn Martin
Secretary	H. Rayburn Martin
Treasurer	H. Rayburn Martin

ARTICLE VIII

The time and place of the annual stockholders' meeting shall be the 15th day of May of each and every year at the principal offices of the corporation unless otherwise fixed in the Bylaws or by a resolution of the Board of Directors, and any stockholder may waive notice thereof before or after the meeting.

The Board of Directors shall be elected annually by the stockholders at their annual meeting or at a special meeting held for that purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting.

ARTICLE IX

The Board of Directors shall have full power to fix their own compensation including any bonus or gratuity and to fix the compensation of any of the officers or any other member of the Board performing special services for the corporation, and any member of the Board may vote upon such compensation matters even though his own compensation may be the subject of the resolution.

ARTICLE X

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, except as provided in these Articles of Incorporation.

ARTICLE XI

The name and address of the initial registered agent of this corporation is Frederick J. Mills, Esquire, of Morrison & Mills, P.A., at 1200 W. Platt Street, Suite 100, Tampa, Florida 33606.

ARTICLE XII

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE XIII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV

No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to or be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to be by the Board of Directors of a majority thereof, and any director of this corporation who is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged, and filed the foregoing Articles of Incorporation under the existing laws of the State of Florida.

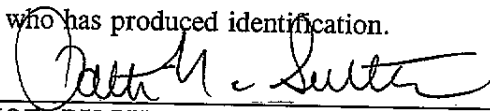
SUNWEST P.E.O. OF FLORIDA III, INC.

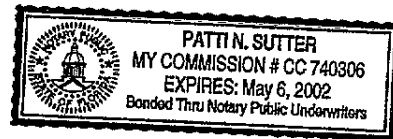
By: Kevin A. DiTanna
Kevin A. DiTanna, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 2nd day of May, 2001, by KEVIN A. DiTANNA, ESQ. who is personally known to me or who has produced identification.


NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Patti N. Sutter
My Commission Expires:
My Commission No. is:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED: —————

FIRST - That SUNWEST P.E.O. OF FLORIDA III, INC. with its place of business at 221
Hobbs Street, Suite 101, Tampa, Florida 33619 has named FREDERICK J. MILLS, ESQ., located at
Morrison & Mills, P.A., 1200 West Platt Street, Suite 100, City of Tampa, State of Florida, as its agent
to accept service of process within Florida.

SUNWEST P.E.O. OF FLORIDA III, INC.

By: Kevin A. DiTanna
Kevin A. DiTanna, Incorporator

DATE: 5/2/01

01 MAY -3 PM 1:04
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-SIGNED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

By: Frederick J. Mills
Frederick J. Mills, Registered Agent

DATE: 5/2/01