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SCOTT R. LILLY
CONNIE C. DURRENCE
H. ADAM AIRTH, JR., LL.M.
AMANDA PERALTA JARRET
MICHAEL E. WORKMAN

** ALSO ADMITTED TO PRACTICE IN TENNESSEE

June 8, 2001

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

900004417459--8
-06/13/01--01049--006
****105.00 *****78.75

Re: Guaranteed Professionals, Inc.

Dear Sir or Madam:

Enclosed are the executed original and one (1) copy of the Articles of Incorporation ("Articles") and the Certificate Designating Place of Business or Domicile for the Service of Process Within this State, Naming Agent Upon Whom Process May be Served ("Certificate") for Guaranteed Professionals, Inc., as well as my firms' check in the amount of \$105.00 to cover the fees for same. Please file the Articles and the Certificate and return copies of the filed documents to my office.

Thank you for your attention to this matter. Please call me should you have any questions.

Sincerely,



H. Adam Airth, Jr.

HAA/jlb
Enclosures
cc: client

FILED
2001 JUN 13 AM 8:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Handwritten: 6/15/01

**ARTICLES OF INCORPORATION
OF
GUARANTEED PROFESSIONALS, INC.**

FILED
2001 JUN 13 AM 8:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

GUARANTEED PROFESSIONALS, INC.

ARTICLE II. PERMITTED BUSINESSES AND ACTIVITIES

The general nature of the business to be transacted by this corporation is to engage in employment placement services and any and all other activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country.

Without limiting the generality of the foregoing, the corporation shall have power to:

- (a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.
- (b) Purchase the corporate assets of any other corporation and engage in the same character of business.
- (c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.
- (d) Take, hold, sell and convey such property as may be necessary in order to obtain

or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state 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.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.

(g) 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.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is 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 against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify

him against such liability under the provisions of subsection (i) of hereof.

(k) Enter into general partnership, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock, having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares. A holder of any stock of this corporation shall be entitled as of right to purchase or subscribe for (i) any of the corporation's authorized but unissued stock of any class, (ii) any of the corporation's treasury stock, (iii) any additional stock of any existing or newly created class resulting from an increase in the corporation's authorized capital stock or (iv) any bonds, certificates of indebtedness, debentures or other securities issued by the corporation, prior to purchase by any new purchaser, if such stock or securities are issued for cash, prorata, based on such shareholder's percentage of ownership of stock in the corporation.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually, beginning with the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V. INITIAL REGISTERED AGENT

The street address of the initial registered agent of the corporation in the State of Florida is, 4740 Cleveland Heights Boulevard, Lakeland, Florida 33813, and the name of the corporation's initial registered agent at that address is H. Adam Airth, Jr.

ARTICLE VI. PRINCIPAL OFFICE

The initial principal office of the Corporation is 247 Alturas Road, Bartow, Florida 33830. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws.

ARTICLE VIII. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the director, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation, all of which are not inconsistent with these Articles, any bylaws that may be adopted by the shareholders or any shareholders' agreement.

ARTICLE IX. ORIGINAL DIRECTORS

The name and street address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Marcy Brandt	5124 Dorman Road Lakeland, Florida 33813
Madeline Brandt	<u>2829 Forest Green Dr. N</u> <u>Lakeland, Florida 33811</u>

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE X. INCORPORATOR

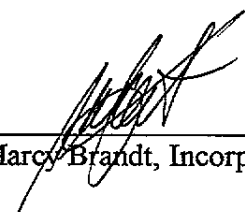
The name and street address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Marcy Brandt	5124 Dorman Road Lakeland, Florida 33813

The incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of her rights to constitute a corporation.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting in accordance with the law and any shareholders' agreement.



Marcy Brandt, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me personally on this 8th day of June, 2001, an officer duly authorized in the State and County aforesaid to take acknowledgments, by Marcy Brandt, to me personally known or known to me by evidence of identification of _____ to be the person(s) described in and who executed the foregoing instrument and who did not take an oath.

Susan C. Perkins
NOTARY PUBLIC
My Commission Expires: April 2, 2005
My Commission Number: DD 014258

(Name of Notary typed, printed or stamped)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

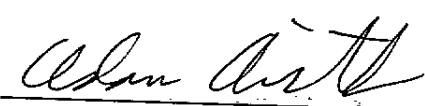
That GUARANTEED PROFESSIONALS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of Lakeland, County of Polk, State of Florida, has named H. Adam Airth, Jr., at Clark & Campbell, P.A., 4740 Cleveland Heights Boulevard, Lakeland, Polk County, Florida 33813, as its agent to accept service of process within this state.



Marcy Brandt, Incorporator

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of said act relative to keeping open said office. I am familiar with and accept the obligations of Florida Statutes, §607.0501.



H. Adam Airth, Jr., Registered Agent

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2001 JUN 13 AM 8:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA