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CHARTERED

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October 8, 2001

VIA FEDERAL EXPRESS

Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Professional Employers of Sarasota, Inc.

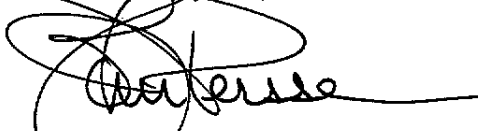
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*****70.00 *****70.00

Dear Sirs/Madams:

Enclosed is the signed original of the Articles of Incorporation of the above corporation. I have also enclosed a check in the amount of \$70.00 for the filing fee.

Please process this at your earliest opportunity.

Very truly yours,



John W. Persse

JWP/jvp
Enclosures

FILED
2001 OCT -9 PM 12:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Yes
10/10/01

ARTICLES OF INCORPORATION
of
Professional Employers of Sarasota, Inc.

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TALLAHASSEE FLORIDA

Article I - Name

The name of the Corporation is: Professional Employers of Sarasota, Inc.

Article II - Address

The address of the principal office of the corporation is: 1233 N. Gulfstream Avenue, #804, Sarasota, FL 34236 and its mailing address is: P.O. Box 3769, Sarasota, FL 34230.

Article III - Authorized Shares

The Corporation is authorized to issue 100,000 shares.

Article IV - Registered Office/Agent

The name of the Corporation's initial Registered Agent is: John W. Persse. The street address of the Corporation's initial Registered Office is: 1800 Second Street, Suite 715, Sarasota, Florida 34236.

Article V - Incorporator

The name and address of the incorporator is: Edward L. Bongart, 1233 N. Gulfstream Avenue, #804, Sarasota, FL 34236.

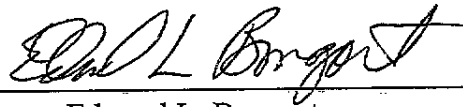
Article VI - Director

The name and address of the initial director of the corporation is: Edward L. Bongart, 1233 N. Gulfstream Avenue, #804, Sarasota, FL 34236.

Article VII - Purpose

The corporation may engage in any business permitted under the laws of the United States or of the State of Florida.

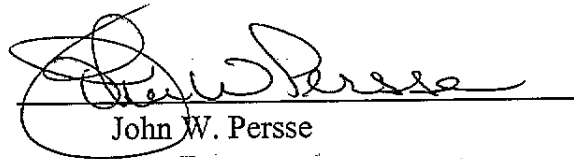
IN WITNESS WHEREOF, I, the undersigned, have set my hand and seal to the foregoing Articles of Incorporation.



Edward L. Bongart

Acceptance of Registered Agent

The undersigned, having a business office identical with the registered office of the corporation named above, and having been designated the Registered Agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



John W. Persse

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