

LAW OFFICES OF
Sanoba & Sanoba, P.A.
114 EAST EDGEWOOD DRIVE
LAKELAND, FLORIDA 33803-4015

GREGORY A. SANOBA
KARIE L. SANOBA

TELEPHONE: (863) 683-5353
FACSIMILE: (863) 683-2237

P01000112982

November 19, 2001

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

700004692827--4
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*****78.75 *****78.75

Re: Employer Data Services, Inc.

Gentlemen:

Enclosed are original Articles of Incorporation, designation of registered agent form, and our check in the amount of \$78.75, representing the filing fee and one certified copy. Please return the documents to this office, and should you have any questions concerning the enclosed, please feel free to contact this office.

Very truly yours,



Linda Stephens
Legal Assistant to Gregory A. Sanoba

/s
Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*11-29-01
WC*

ARTICLES OF INCORPORATION
OF
EMPLOYER DATA SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is:

EMPLOYER DATA SERVICES, INC.

ARTICLE II

Duration

The period of existence of the corporation is perpetual.

ARTICLE III

Principal Office and Mailing Address

The principal place of business of the corporation is at 1935 East Edgewood Drive, Suite M-3, Lakeland, Florida 33803. The mailing address of the corporation is the same.

ARTICLE IV

Registered Office and Registered Agent

The initial registered office is at 1935 East Edgewood Drive, Suite M-3, Lakeland, Florida 33803. The name of the initial registered agent at that address is Gregory A. Sanoba.

ARTICLE V

Purpose

The general nature of the business to be transacted by this corporation, shall be:

(a) To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

(b) To acquire by purchase or otherwise, to own and possess any real or personal property, of any kind or nature, wheresoever situated, and any interest in or right appertaining to any such property; to hold, use, improve, develop, deal in and operate any such property or any part hereof; to sell, lease, mortgage, pledge, or otherwise, dispose of all or any part of such property, or interest therein, or right thereto, or any part thereof; to build, erect, construct, maintain, improve, rebuild, enlarge, or alter buildings or other improvements, or any of such property or any part hereof; to sell, lease, mortgage, pledge, or otherwise, dispose of all or any part of such property, or any rights of interest therein or thereto appertaining; and, generally, to deal with an act in relation to such property in any an every way.

(c) To buy, sell, manufacture, import, export, prepare, alter, exchange, let for hire and deal in and with all kinds of articles and things which may be required for the purpose of any of the business of the corporation, or commonly applied to or by, or dealt in or with, by persons engaged in any of said businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.

(d) To borrow or raise money for any of it's purposes without limit as to amount; and to make, execute, issue and endorse bonds, debentures, promissory notes or other obligations or evidences or indebtedness, of any nature and in manner, whether secured or unsecured, for monies borrowed; or, in payment of property acquired; or, for any of the objects or purposes of the corporation; and, to secure the payment of the principal and interest of any such obligations by mortgage, pledge, deed indenture, agreement, instrument of trust, lien upon, assignment of or agreement in respect of, all or any part of the property, real or personal, or the corporation, or all of any of it's rights of interest therein, wheresoever situated, and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the Board of Directors may deem judicious, to sell or pledge such bonds or obligations, or to discount notes of the corporation for its corporate purposes.

(e) To engage in any other business, or do any and all acts and things incident to, or which the Board of Directors may be deemed necessary to, the carrying out of the success of any business outlined above; to engage in any and every lawful business whatsoever, whether herein mentioned or not.

ARTICLE VI

Authorized Shares

The corporation is authorized to issue One Thousand (1,000) shares of common stock having par value of \$1.00 a share.

ARTICLE VII

Directors

The initial board of directors shall consist of one (1) member. The name and address of the first board of directors is:

Names

Addresses

Gregory A. Sanoba

114 East Edgewood Drive
Lakeland, Florida 33803-4015

ARTICLE VIII

Incorporator

The name and address of the incorporator is:

Names

Addresses

Gregory A. Sanoba

114 East Edgewood Drive
Lakeland, Florida 33803-4015

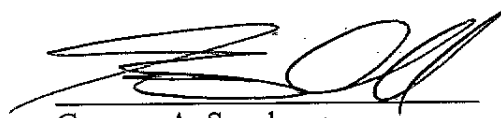
ARTICLE IX

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

ARTICLE X

This corporation shall have power to conduct business in any state or foreign country and to maintain offices there subject to the laws of such jurisdiction.

IN WITNESS WHEREOF, we have executed these articles of incorporation this 19 day of November, 2001.

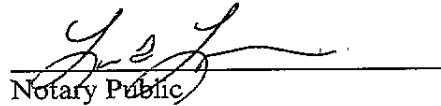


Gregory A. Sanoba as
Incorporating Director

STATE OF FLORIDA
COUNTY OF POLK

Personally appeared before me, the undersigned authority, this day, Gregory A. Sanoba, who is personally known to me and who executed the above freely and voluntarily for the purposes therein expressed.

Subscribed and sworn to before me on this 19 day of November, 2001.


Notary Public

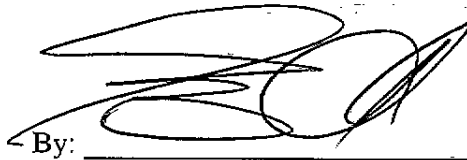
LINDA T. LENHARDT
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC864131
EXPIRES 8/17/2003
BONDED THRU ASA 1-888-NOTARY1

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, That, EMPLOYER DATA SERVICES, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal and registered office, as indicated in the Articles of Incorporation, at City of Lakeland, County of Polk, and State of Florida, has named **Gregory A. Sanoba** located at 114 East Edgewood Drive, Lakeland, Florida 33803-4015, as its agent to accept service of process within the state.

By: 

Gregory A. Sanoba
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 

Gregory A. Sanoba
Registered Agent

It is necessary to file this Certificate within thirty days after filing Certificate of Incorporation, as to domestic corporations and within thirty days after issuance of permit to foreign corporations; and thereafter when corporation has changed its place of business or agent or changed its officers and/or directors.