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PEAVYHOUSE & OPP, P.A.

ATTORNEYS AT LAW

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January 14, 2002

Secretary of State  
Division of Corporations  
409 E. Gaines  
Tallahassee, FL 32399

000004781500--6  
-01/17/02--01032--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Bay Area Employer Services Team, Inc.

Dear Sir/Madam:

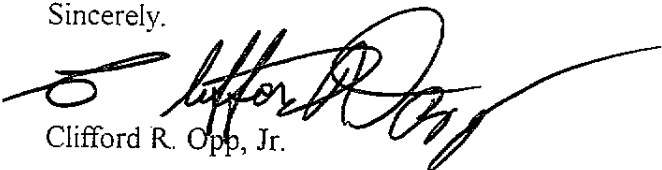
Enclosed for filing with your Division are the Articles of Incorporation for the above-named corporation (original and one copy).

Also enclosed is our firm's check in the amount of \$78.75 in payment of the following sums:

Filing Fee	\$35.00
Certificate under seal	8.75
Registered Agent Fee	<u>35.00</u>
Total	\$78.75

Thank you for your prompt attention and assistance.

Sincerely,

  
Clifford R. Opp, Jr.

CROJr/lw  
Enclosures  
cc: Vince Ferraro, CPA

FILED  
02 JAN 17 AM 8:34  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

g/lbs

**ARTICLES OF INCORPORATION  
OF  
BAY AREA EMPLOYER SERVICES TEAM, INC.**

**FILED**  
02 JAN 17 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I**

**NAME AND PRINCIPAL ADDRESS OF CORPORATION**

The name of this corporation shall be BAY AREA EMPLOYER SERVICES TEAM, INC., and the principal address of the corporation is 217 Lithia Pinecrest Road, Brandon, Florida, 33511.

**ARTICLE II**

**COMMENCEMENT AND DURATION**

The Corporation shall commence to exist as of the date of the filing of these Articles of Incorporation with the Secretary of State's Office, and shall exist perpetually thereafter until dissolved.

**ARTICLE III**

**PURPOSE**

The corporation is organized for the purpose of operating a cooperative effort of professionals to market and to provide an effective alternative to employee leasing and transacting any and all lawful business.

**ARTICLE IV**  
**STATED CAPITAL**

The corporation is authorized to issue 100 shares of common stock having \$1.00 par value per share.

**ARTICLE V**  
**BOARD OF DIRECTORS**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have four (4) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation.

The names and street addresses of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders, have qualified shall be:

Vincent Ferraro  
217 Lithia Pinecrest Road  
Brandon, FL 33511

Charles L. Hurst  
1208 Bell Shoals Road  
Brandon, FL 33511

Bobby Stark  
883 E. Bloomingdale Avenue  
Brandon, FL 33511

Charles M. Thurman  
138 N. Moon Avenue, Suite A  
Brandon, FL 33510

**ARTICLE VI**  
**INDEMNIFICATION**

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

**ARTICLE VII**  
**BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend, or repeal any By-Laws adopted by the shareholders if the shareholders provide that the By-Laws shall not be altered, amended or repealed by the Board of Directors.

**ARTICLE VIII**  
**AMENDMENT**

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

**ARTICLE IX**  
**INCORPORATORS**

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

Vincent Ferraro  
217 Lithia Pinecrest Road  
Brandon, FL 33511

**ARTICLE X**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 217 Lithia Pinecrest Road, Brandon, Florida, 33511, and the name of the initial registered agent of the corporation at that address is Vincent Ferraro.

**IN WITNESS WHEREOF**, the undersigned, as incorporator, hereby executes these Articles of Incorporation, on this 7 day of January, 2002.

  
\_\_\_\_\_  
**VINCENT FERRARO**

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, this 7 day of January, 2002, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared VINCENT FERRARO, ✓ who is personally known to me or        who has produced        as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, has acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

[SEAL]



Betsy Hayes  
Commission # DD 012545  
Expires March 27, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
\_\_\_\_\_  
Print Name: Betsy Hayes  
NOTARY PUBLIC, State of Florida  
at Large.

**FILED**

02 JAN 17 AM 8:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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;

First - - That BAY AREA EMPLOYER SERVICES TEAM, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Hillsborough County, Florida, has named VINCENT FERRARO, located at 217 Lithia Pinecrest Road, Brandon, Florida, 33511, as its agent to accept service of process within this state.

**ACCEPTANCE**

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 provision of said Act relative to keeping open said offices.



VINCENT FERRARO, Registered Agent