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FLORIDA PROFIT CORPORATION OR P.A.

PEO Advantage, Inc.

Certificate of Status	1
Certified Copy	0
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**ARTICLES OF INCORPORATION
OF
PEO ADVANTAGE, INC.**

ARTICLE I - NAME

The name of this Corporation is PEO Advantage, Inc.

ARTICLE II - ADDRESS

The principal office location and mailing address of the Corporation is 2119 Elm Street, Suite 112, Dunedin, FL 34698

ARTICLE III - CAPITAL STOCK

(a) Authorized Shares. This Corporation is authorized to issue 10,000 shares of common stock, all of which shall be of the par value of \$.01 per share. Each of the shares of common stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the common stock may be paid for at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid and nonassessable.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

Page 1 of 4

Prepared By:
Colin C. Mailloux, Esq.
LawTech, P.A.
220 East Forsyth Street
South Suite
Jacksonville, FL 32202
(904)358-8800
Florida Bar No.: 0483930

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ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2119 Elm Street, Suite 112, Dunedin, FL 34698, and the name of its initial registered agent at such address is Bryan L. Yox.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is Colin C. Mailloux, Esq., 220 East Forsyth Street, South Suite, Jacksonville, Florida 32202.

ARTICLE VI - DIRECTORS

(a) Number. The Corporation shall initially have two (2) directors. The number of directors may be changed from time to time in accordance with the bylaws of this Corporation.

(b) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

(c) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

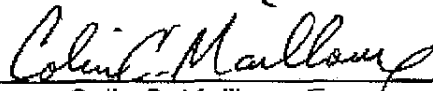
Page 2 of 4

Prepared By:
Colin C. Mailloux, Esq.
LawTech, P.A.
220 East Forsyth Street
South Suite
Jacksonville, FL 32202
(904)358-8800
Florida Bar No.: 0483930

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of January 2004.

A handwritten signature in cursive script, reading "Colin C. Mailloux", written over a horizontal line.

Colin C. Mailloux, Esq.
Incorporator

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Prepared By:
Colin C. Mailloux, Esq.
LawTech, P.A.
220 East Forsyth Street
South Suite
Jacksonville, FL 32202
(904)358-8800
Florida Bar No.: 0483930

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PEO Advantage, Inc.

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**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:

That PEO Advantage, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Dunedin, Florida, has named Bryan L. Yox, located at 2119 Elm Street, Suite 112, City of Dunedin, State of Florida, as its agent to accept service of process within Florida.

Date: 1/22/04

Colin C. Mailloux
Colin C. Mailloux, Esq.
Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Bryan L. Yox, hereby agrees to act in this capacity, and Bryan L. Yox, further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

Date: 1/22/04

By: Bryan L. Yox
Bryan L. Yox

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Prepared By:
Colin C. Mailloux, Esq.
LawTech, P.A.
220 East Forsyth Street
South Suite
Jacksonville, FL 32202
(904)333-8800
Florida Bar No.: 0483930

Facsimile Audit No.: H04000015159 3