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Corporate Records Bureau
Division of Corporations
Department of State
The Capitol Building
P. O. Box 6327
Tallahassee, FL 32314

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-06/02/95--01122--009
****122.50 ****122.50

Re: A-1 Employee Services, INC.

Gentlemen:

Enclosed herein please find the original and one copy of the Articles of Incorporation and Designation of Registered Agent regarding the above-captioned corporation. I am also enclosing a check in the amount of \$122.50 which represents the following fees:

Filing Fee - Articles of Incorporation	\$ 35.00
Filing Fee - Designation of Registered Agent	\$ 35.00
Certified copy of Articles of Incorporation	\$ 52.50

TOTAL:	\$122.50

I would appreciate you filing the enclosed documents and providing my office with the certified copy of the Articles of Incorporation showing the corporation's existence as of the date of subscription.

Very truly yours,
Gloria J. Gullen
Gloria J. Gullen
38053 East Pasco Avenue
Dade City, FL 33525

RECEIVED
CORPORATION DIVISION
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

95 JUN -2 PM 9 50

FILED

SAB
6/12/95

**ARTICLES OF INCORPORATION
OF
A-1 EMPLOYEE SERVICES, INC.**

FILED
95 JUN -2 AM 9 56
TALLAHASSEE STATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is A-1 Employee Services, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the subscription of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business of a general corporation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$ 1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 38053 East Pasco Avenue, Dade City, Florida 33525 and the name of the initial registered agent of this corporation at that address is Gloria J. Gullen. The location of the office will be 38053 East Pasco Avenue, Dade City, FL 33525.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Gloria J. Gullen
13848 - 4th Street #205
Dade City, FL 33525

Carol D. O'Connell
P.O. Box 953
Dade City, FL 33526-0953

Jacqueline V. Knowles
5154 Shorewood Drive
Ridge Manor, FL 33525

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Gloria J. Gullen
13848 - 4th Street #205
Dade City, FL 33525

ARTICLE IX - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders if subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this May 30th 1995.



Gloria J. Gullen
Subscriber

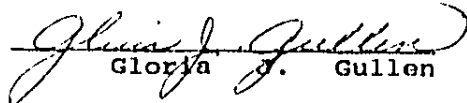
ACCEPTANCE OF REGISTERED AGENT

For

A-1 EMPLOYEE SERVICES, INC.

Gloria J. Gullen having been named in the Articles of Incorporation as Registered Agent of A-1 Employee Services, Inc. at its registered office at 38053 East Pasco Avenue, Dade City, FL 33525 hereby accepts said designation as Registered Agent at said address, and states that he is familiar with and accepts the duties and obligations of Section 607.325, Florida Statutes.

Dated the 30th Day of May, 1995

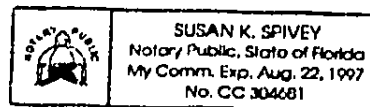

Gloria J. Gullen

STATE OF FLORIDA

COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 30
day of May, 1995, by Gloria J. Gullen.


Notary Public, State of Florida
My Commission Expires: _____



FILED
05 JUN -2 1995
NOTARY PUBLIC