

795000064136

ROBERT W. MURPHY  
ATTORNEY AT LAW

3215 HENDRICKS AVENUE  
SUITE 2  
RIVERPOINT BUILDING  
JACKSONVILLE, FLORIDA 32207

MEMBER OF THE  
FLORIDA & GEORGIA BAR

TELEPHONE: (904) 396-6688  
TELECOM: (904) 398-0110

August 14, 1995

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

900001563359  
-08/17/95--01045--016  
\*\*\*\*122.50 \*\*\*\*122.50

Attn: New Corporation

Re: Optimal Group, Inc.  
(Articles of Incorporation)

Dear Sir/Madam:

Enclosed herewith please find the following documents:

1. Original and one copy of Articles of Incorporation for Optimal Group, Inc., and
2. Our check made payable to the Department of State in the amount of \$122.50 for filing the Articles of Incorporation.

Please call if you have any questions or comments.

Very truly yours,

Robert W. Murphy

RWM/cb  
Enclosures

cc: Ms. Margaret McCafferty

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 AUG 17 AM 8:03

dl 8/18/95

ARTICLES OF INCORPORATION  
OF  
OPTIMAL GROUP, INC.

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 AUG 17 AM 8:03

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract under the laws of the State of Florida, hereby presents these Articles for the formation of a Corporation under the Florida Business Corporation Act, Florida Statutes Chapter 607, and other laws of the State of Florida.

ARTICLE I

The name of this Corporation is OPTIMAL GROUP, INC.

ARTICLE II

The general nature of the business to be transacted by this Corporation is:

To engage in all lawful forms of business, including but not necessarily limited to the operation of a marketing support organization for employee leasing companies as well as all other lawful purposes.

To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, partnerships, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objects of this Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

ARTICLE III

This Corporation is authorized to issue one hundred (100) shares of common stock having a par value of \$1.00 per share. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code of 1986 as amended, and the Stockholders may, by appropriate unanimous vote of the Stockholders, elect to be taxed as provided under Section 1361 of the Internal Revenue Code of 1954, as amended. None of the shares of this Corporation may be issued to any person other than an individual authorized to own such shares under the laws of the State of Florida in compliance with Florida Statutes Section 621.09.

#### ARTICLE IV

This Corporation shall have perpetual existence, and the existence shall commence on the filing of these Articles, pursuant to Florida Statutes Section 607.0203.

#### ARTICLE V

The initial street address of the principal office of this Corporation is 2121-A Corporate Square Boulevard, South, Suite 162, Jacksonville, Florida 32216. The Board of Directors may from time to time move the principal office to any other address in Florida.

#### ARTICLE VI

The name and address of the person signing these Articles of Incorporation is:

Margaret McCafferty  
253 Patrick Mill Circle  
Jacksonville, Florida 32082

The street address of the initial registered office of this Corporation is 3215 Hendricks Avenue, Suite 2, Riverpoint Building, Jacksonville, Florida 32207, and the name of the initial registered agent of this Corporation at that address is Robert W. Murphy, Esquire.

#### ARTICLE VIII

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one (1).

#### ARTICLE IX

The name and address of the initial Director of this Board of Directors is:

Margaret McCafferty  
253 Patrick Mill Circle  
Jacksonville, Florida 32082

#### ARTICLE X

No Stockholder of this Corporation may sell or transfer his shares of stock of this Corporation, except to another individual who is eligible to be a Stockholder of this Corporation pursuant to a majority vote of all Stockholders.

#### ARTICLE XI

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objectives hereinabove stated, this Corporation shall have all and singular the following powers:

1. To enter into, or become a partner in, any arrangement for profit-sharing, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, partnership or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.
2. To purchase and acquire any or all of its shares owned and held by any such Stockholder as should desire to sell, transfer, or otherwise dispose of shares, in accordance with any corporate stock purchase agreement, as may be executed, between the Corporation and all of the Stockholders of this Corporation; provided, however, the capital of this Corporation is not impaired.
3. To enter into, for the benefit of its qualified employees, as defined in any such plans, one or more of the following: (a) a pension plan; (b) a profit-sharing plan; (c) a stock bonus plan; (d) a thrift and savings plan; (e) a restricted stock option plan; or (f) other retirement or incentive compensation plan.

#### ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by a majority of the stock entitled to be voted thereon unless all Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made; however, in no event may any amendment provided that the Corporation may enter into any stock repurchase plan or issue any new shares without first acquiring the unanimous consent of all of the Stockholders. All rights of Stockholders are subject to these reservations.

IN WITNESS WHEREOF, I, the Subscriber, have executed these Articles of Incorporation this 10<sup>th</sup> day of August, 1995.

BY: Margaret McCafferty

Margaret McCafferty  
Its: President

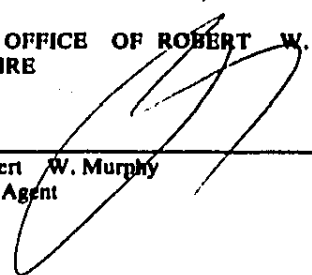
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

REGISTERED AGENT'S ACCEPTANCE

95 AUG 17 AM 8:04

The undersigned officer of the above designated Registered Agent, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for OPTIMAL GROUP, INC., a Flor. corporation, in accordance with Florida Statutes, Section 607.0501.

LAW OFFICE OF ROBERT W. MURPHY,  
ESQUIRE

By:   
Robert W. Murphy  
Its: Agent

ROBERT W. MURPHY  
ATTORNEY AT LAW

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MEMBER OF THE  
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P95000064136  
September 15, 1995

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Optimal Group, Inc.  
File Number P95000064136  
Date Incorporated: 8/17/95  
(Change of Corporate Address)

Dear Sir/Madam:

Please change the corporate address for the Optimal Group, Inc. to the following:

Optimal Group, Inc.  
253 Patrick Mill Circle  
Jacksonville, Florida 32082

Thank you for your assistance.

Very truly yours,

Robert W. Murphy

Optimal Group, Inc.

By: Margaret McCafferty

Margaret McCafferty

Date: September 15, 1995

Wet  
10/6/95