

1201 HAYS STREET  
TALLAHASSEE, FL 32301

800-342-8086



**networks**

PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 666070 80349A

AUTHORIZATION :

COST LIMIT : \$

122.50

*Patricia Pyle*

ORDER DATE : August 21, 1995

ORDER TIME : 2:20 PM

ORDER NO. : 666070

CUSTOMER NO: 80349A

700001565307

CUSTOMER: Ms. Jennifer Lukas  
WILLIAMS PARKER HARRISON  
DIETZ & GETZEN  
P.O. Box 3258

Sarasota, FL 34230-3258

DOMESTIC FILING

NAME: EMPLOYERS RESOURCE GROUP, INC.

X ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

T. BROWN

AUG 22 1995

FILED  
95 AUG 21 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
EMPLOYERS RESOURCE GROUP, INC.**

**FILED**  
95 AUG 21 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Employers Resource Group, Inc.

2. Principal Office. The principal office of the Corporation is:

5922 Cattlemen Lane, Suite 202  
Sarasota, Florida 34232

3. Mailing Address. The mailing address of the Corporation is:

5922 Cattlemen Lane, Suite 202  
Sarasota, Florida 34232

4. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a par value of \$1.00 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

John L. Moore  
200 South Orange Avenue  
Sarasota, Florida 34236

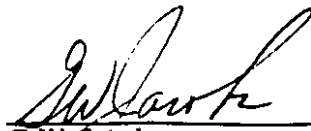
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

G.W. Jacobs  
2601 Cattlemen Road  
Sarasota, Florida 34232

8. Effective Date. The existence of the Corporation shall commence upon the filing of these articles by the Department of State.

Dated this 18<sup>th</sup> day of August 1995.

  
\_\_\_\_\_  
G.W. Jacobs  
Incorporator

  
\_\_\_\_\_  
John L. Moore  
Registered Agent