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January 23, 1996

Secretary of State  
Corporate Records  
Florida Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Beneficial Resource Management Services, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Beneficial Resource Management Services, Inc.

Our check in the amount of \$122.50 is enclosed to cover the filing fee and a certified copy. Please return the certified copy in the envelope provided.

Yours truly,

*Karen L. Sami*

Karen L. Sami  
Secretary

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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/kls

Enclosures

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ARTICLES OF INCORPORATION  
OF  
BENEFICIAL RESOURCE MANAGEMENT SERVICES, INC.

RECEIVED  
TALLAHASSEE  
JAN 26 1965  
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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is BENEFICIAL RESOURCE MANAGEMENT SERVICES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. To engage in the business of human resources consulting services.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is

authorized to issue is ONE THOUSAND (1,000) shares of common stock. Such shares shall be of a single class and shall have no par value per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 29 South Brooksville Avenue, Brooksville, Florida 34601 and the name of the initial registered agent is David C. Sasser.

ARTICLE VI - PRINCIPAL OFFICE

The principal office of the Corporation and the mailing address of this corporation is 12200 Landfair Street, Spring Hill, Florida 34608.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of the initial member of the Board of Directors of this corporation is:

NAME

ADDRESS

Susan M. Bowman

12200 Landfair Street  
Spring Hill, Florida 34608

ARTICLE VIII - INCORPORATOR(S)

The name and address of the Incorporator is:

NAME

ADDRESS

Susan M. Bowman

12200 Landfair Street  
Spring Hill, Florida 34608

#### ARTICLE IX - PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

#### ARTICLE X - STOCK TRANSFER RESTRICTIONS

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their

shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of January, 1996.

  
SUSAN M. BOWMAN

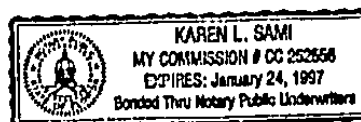
STATE OF FLORIDA  
COUNTY OF HERNANDO

The foregoing articles of incorporation were acknowledged before me on January 22, 1996 by SUSAN M. BOWMAN who is personally known to me or who produced a Florida  
Driver's license as identification.

  
NOTARY PUBLIC  
KAREN L. SAMI

(Printed name of Notary Public)

My Commission expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of BENEFICIAL RESOURCE MANAGEMENT SERVICES, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 23<sup>rd</sup> day of January, 1996.

  
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DAVID C. SASSER

CS JUN 26 1:05 PM '96  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA