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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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June 12, 1996

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Secretary of State
Bureau of Corporations
P.O. Box 6327
Tallahassee, FL 32314


Re: Human Resource Associates, Inc.

Gentlemen:

Enclosed herewith is an original and one copy of the Articles of Incorporation of Human Resource Associates, Inc. Also enclosed is our firm check in the amount of \$122.50 to cover the filing fee for the Articles and a certified copy to be returned to this office.

We appreciate your prompt attention to this matter.

Very truly yours,


Kenneth A. Sunne, Esquire

KAS/mb

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HUMAN RESOURCE ASSOCIATES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby determines to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be HUMAN RESOURCE ASSOCIATES, INC.

ARTICLE II - ADDRESS

The initial street address of the principal office of this Corporation is to be at 1715 East Bay Drive - Suite B, Largo, Florida 33771-2279. The shareholders may from time to time designate such other address and place for the principal office of this Corporation as they may see fit.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

- (a) Providing, on a consultation basis to the smaller employers, innovative and cost-

effective solutions in employee relations; management training and development; hiring, disciplining and termination assistance; government regulation action plans; improving job performance

(b) To conduct business in and have one or more offices in the State of Florida, and in all other states and countries. To buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To subscribe for, purchase, own, hold, sell, assign, transfer, pledge, mortgage or otherwise dispose of bonds, securities, or evidences of indebtedness issued or created by the United States of America, or any state, territory, county or municipality therein and by any foreign state, nation, government, municipality or other political subdivision thereof.

(g) To carry on or to participate with others in the organization, merger, consolidation, financing, liquidation or reorganization of corporations, partnerships or associations engaged in any lawful business enterprise.

(h) To make, enter into, and carry out any arrangements which may be deemed to be for the benefit of the corporation, with any corporation, association, cooperative association, partnership, firm, trustee, syndicate, individual, government, state, municipality or other political or governmental division or subdivision, domestic or foreign, to obtain the reform or otherwise to acquire by purchase, lease, assignment or otherwise, stocks, powers, rights, privileges, participations, immunities, franchises, guarantees, grants and concessions; to hold, own, exercise, exploit, dispose of and realize upon the same, and to undertake and prosecute any business dependent thereof; and to cause to be formed, to promote, and to aid in any way the formation of any corporation, association or organization of any kind, domestic or foreign, for any such purpose.

(i) To lend money on time or call and with or without collateral security, and to give credit to individuals, corporations, associations or co-partnerships, and to municipalities, states, governments or any political subdivisions thereof, and to foreclose on any property taken by the corporation as collateral security for any loans.

(j) To cause or to allow the legal title, and/or any estate, right or interest in any property, whether real, personal or mixed, owned, acquired, controlled or operated by the corporation, to remain or to be vested or registered in the name of, or operated by, any person, firm, association or corporation, domestic or foreign, formed or to be formed, either in trust for or as agents or nominees of this corporation, or upon any other terms or

conditions, which the Board of Directors may consider for the benefit of the corporation.

(k) To undertake, conduct, assist, promote and participate in every kind of commercial, industrial, agricultural, manufacturing, mercantile or mining enterprise, business, undertaking, venture or operation in any state, territory, dependency or colony of the United States of America or its insular possessions, or in the District of Columbia, or in any foreign country.

(l) To purchase, hold, retire, sell and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of capital, and provided further that its own shares of capital stock belonging to it shall not be voted directly or indirectly.

(m) To act as agent or representative (other than fiscal or transfer agent) of individuals, partnerships, associations or corporations, and as such, to manage, develop and extend their business or to aid any lawful enterprise.

(n) To have one or more offices carry on all or any part of its operations and business without restrictions or limit as to amount in any or all of the states, districts, territories or colonies of the United States of America, and in all foreign countries, and to enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation or state.

(o) To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, exchange or otherwise dispose of and deal in real estate and personal property of every class and description; subject however, to the laws of such state, district, territory or country where the same may be located.

(p) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, lease and operate factories, warehouses, agencies, buildings, structures, offices, houses, works, machinery, plants and all other things of whatsoever kind and nature, within and without the State of Florida, and in any part of the world suitable, necessary, useful or advisable in connection with any or all of the objectives hereinbefore set forth.

(q) To apply for, obtain, register, lease, purchase or otherwise acquire, and to hold, use, own, operate and introduce, and to sell, assign or otherwise dispose of any trademarks, trade names, patents, copyrights, formulas, inventions, improvements and processes used in connection with or secured under letters patent of the United States of America, or elsewhere; to use, exercise, develop, grant licenses in respect of, or otherwise deal with any such trademarks, patents, licenses, processes and the like, or any such property or rights, and further, to purchase, acquire, apply for, register, secure, hold, own or sell, or otherwise dispose of any and all copyrights, trademarks, trade names and distinctive marks.

(r) To carry on any other business, whether manufacturing or otherwise, which may seem to the Corporation capable of being conveniently carried on in connection with its business, or calculated directly or indirectly to enhance the value of or tender profitable any of the Corporation's property or rights.

(s) To do any and all things hereinbefore enumerated for itself or on account of others, and to make and perform contracts for doing any of said undertakings; to have and exercise all of the rights and powers now or hereafter conferred by the laws of the State of Florida, and to do any and all of the things hereinbefore enumerated to the same extent as

natural persons might or could do.

(t) The foregoing enumerated objectives, purposes and powers of the Corporation are not intended and shall not be construed or held to prohibit or limit the exercise of any other and further rights and powers which may now or hereafter be allowed or permitted by the laws of the State of Florida, and this Corporation shall have and exercise all other powers, rights and privileges granted by the corporation law of the State of Florida now in force or any amendment or amendments thereto.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 100 shares, each having a par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Shareholders of this Corporation.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - MANAGEMENT BY SHAREHOLDERS

Pursuant to authority given by Florida General Corporation Act, Chapter 607 of the Florida Statutes, the business of this Corporation shall be managed by its shareholders rather than by a Board of Directors.

ARTICLE VII - INITIAL SHAREHOLDERS

The name and street address of the incorporators of this Corporation, the

number of shares of stock agreed to take, and the value of the consideration therefor is as follows:

ROBERT K. LENZ

1715 East Bay Drive
Suite B
Largo, FL 33771-2279

No. of Shares: 55
Consideration: \$55.00

LORRAINE A. LENZ

1715 East Bay Drive
Suite B
Largo, FL 33771-2279

No. of Shares: 45
Consideration: \$45.00

ARTICLE VIII - INITIAL OFFICERS OF THE CORPORATION

<u>Name</u>	<u>Title</u>	<u>Address</u>
Robert K. Lenz	President	1715 East Bay Drive Suite B Largo, FL 33771-2279
Lorraine A. Lenz	Vice-President	1715 East Bay Drive Suite B Largo, FL 33771-2279
Robert K. Lenz	Secretary	1715 East Bay Drive Suite B Largo, FL 33771-2279
Lorraine A. Lenz	Treasurer	1715 East Bay Drive Suite B Largo, FL 33771-2279

ARTICLE IX - DESIGNATION OF REGISTERED AGENT

The name of the initial registered agent of this Corporation and the initial registered address are as follows:

Registered Agent: Kenneth A. Sunne
Registered Office: 1151 N.E. Cleveland Street
Clearwater, FL 34615

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TALLAHASSEE, FLORIDA

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date of filing with the Secretary of State.

ARTICLE XI - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law and by the By-Laws of the Corporation.

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the shareholders of the Corporation.

ARTICLE XIII - PRE-EMPTIVE RIGHTS

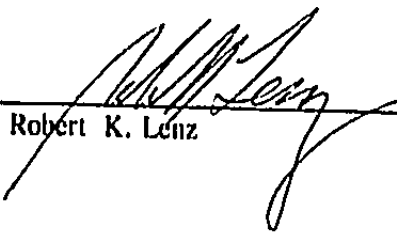
Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional

shares) at the price at which it is offered to others.

ARTICLE XIV - MISCELLANEOUS PROVISIONS

It is the intention of the incorporator of this Corporation to adopt a plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for a loss on stock of a "Small Business Corporation" which qualifies under the Code.

IN WITNESS WHEREOF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 10th day of JUNE, 1996.


Robert K. Lenz

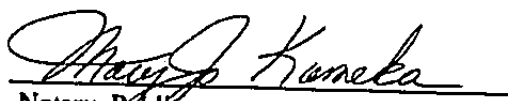
STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, personally appeared Robert K. Lenz, to me well known and known to me to be the person described in and who executed the foregoing and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

SWORN TO and subscribed before me this 10th day of _____

June, 1996.




Notary Public
My Commission Expires:

ACKNOWLEDGMENT:

Having been named as registered agent of the foregoing **HUMAN** RESOURCE ASSOCIATES, INC., I hereby accept and agree to act in this capacity and agree to comply with the laws of the State of Florida in all respects.

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TALLAHASSEE, FLORIDA


Kenneth A. Sunne