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FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

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((H96000009056))) ELECTRONIC FILING COVER SHEET
 TO: DIVISION OF CORPORATIONS FROM: GREENE DONNELLY SCHERMER TIPTON & MO
 DEPARTMENT OF STATE 1301 6TH AVENUE WEST
 STATE OF FLORIDA SUITE 605
 409 EAST GAINES STREET BRADENTON FL 34205- 449
 TALLAHASSEE, FL 32399 CONTACT: CHERYL GELUSO
 FAX: (904) 922-4000 PHONE: (941) 747-3025
 FAX: (941) 747-6937

((H96000009056))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: EMPLOYERS' DIVERSIFIED SERVICES, INC.
 FAX AUDIT NUMBER: H96000009056 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 06/28/1996 TIME REQUESTED: 12:00:43
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 1
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
EMPLOYERS' DIVERSIFIED SERVICES, INC.**

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

ARTICLE I - NAME

The name of this corporation is: **EMPLOYERS' DIVERSIFIED SERVICES, INC.**

ARTICLE II - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is ten thousand (10,000) shares of common stock having a nominal or par value of \$.01 per share.

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**ARTICLE V - REGISTERED OFFICE, REGISTERED AGENT
AND PRINCIPAL ADDRESS**

The registered office of this corporation shall be at 1301 Sixth Avenue West, Suite 505, Bradenton, Florida, 34205 and the Registered Agent is Robert F. Greene, Attorney, at the same address.

The principal office of this corporation shall be 402-43rd Street West, Bradenton, Florida, 34209, and the corporate directors may move the principal office of this corporation to other addresses in Florida from time to time.

ARTICLE VI - DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INITIAL OFFICERS AND DIRECTORS

This corporation's officers and first Board of Directors and their post office addresses are as follows:

NAME	ADDRESS	OFFICE
Wayne R. Lynn	402-43rd Street West Bradenton, FL 34209	President & Director
James E. Boyd	402-43rd Street West Bradenton, FL 34209	Vice President, Secretary, Treasurer & Director

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ARTICLE VIII - INCORPORATORS

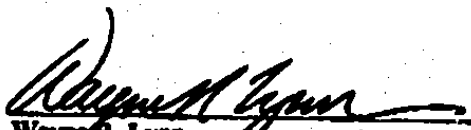
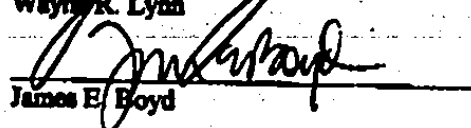
The names and post office addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	ADDRESS
Wayne R. Lynn	402-43rd Street West Bradenton, FL 34209
James E. Boyd	402-43rd Street West Bradenton, FL 34209

ARTICLE IX - AMENDMENT

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserve power.

The undersigned have executed these Articles of Incorporation on this 27th day of June, 1996.


Wayne R. Lynn

James E. Boyd

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for EMPLOYERS' DIVERSIFIED SERVICES, INC., a Florida corporation, at the place designated in the foregoing Articles of Incorporation, and being familiar with the obligations of that position, I hereby accept said appointment to act in such capacity and agree to comply with the provisions of the Laws of Florida relative to keeping said office open.


Robert F. Greene, Registered Agent

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 18, 1988

MYRT H. IACQUIRE
402-43RD STREET WEST
BRADENTON, FL 34209

The name **EMPLOYERS' DIVERSIFIED SERVICES, INC.** has been reserved for 120 days beginning June 18, 1988. The reservation number is R98030002974 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 485-9000, the Name Availability Section

Becky McKnight

Letter number: 298A00030105