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July 2, 1996

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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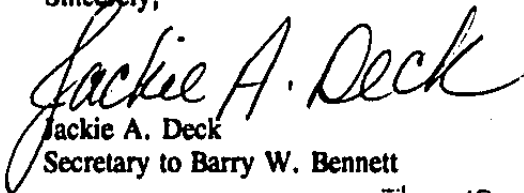
RE: **Employer Management Services, Inc.**
Our File No. CB-9407

Gentlemen:

Enclosed, for filing, please find the Articles of Incorporation for **Employer Management Services, Inc.** together with our check in the amount of \$122.50 for filing fee.

Thank you for your assistance and should you have any questions, do not hesitate to contact me.

Sincerely,


Jackie A. Deck
Secretary to Barry W. Bennett

:jad

enclosures

cc: Marvin R. Dial

FILED
96 JUL -5 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 7-9-96

**ARTICLES OF INCORPORATION
OF
EMPLOYER MANAGEMENT SERVICES, INC.**

FILED
96 JUL -5 12:10:31
RECORDED - STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby certifies to the following in order to form a corporation for a profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **EMPLOYER MANAGEMENT SERVICES, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on August 1, 1996.

ARTICLE III - PURPOSE

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

- A. To engage in the business of leasing employees to commercial enterprises.
- B. 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.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - PRINCIPAL OFFICE

The principal office of this corporation is 229 Avenue K, S.E., Winter Haven, Florida 33880 and the corporate mailing address is at 229 Avenue K, S.E., Winter Haven, Florida 33880.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE VI - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 229 Avenue K, S.E., Winter Haven, Florida 33880, and the name of the initial registered agent at that address is **MARVIN R. DIAL**.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of Directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one. The individuals constituting the original Board shall be:

MARVIN R. DIAL
299 Avenue K, S.E.
Winter Haven, Florida 33880

JOHN W. DIAL
818 17th Terrace, N.E.
Winter Haven, Florida 33881

WILLIAM A. BOYD
4601 Reynosa Drive, S.W.
Winter Haven, Florida 33880

TED DUDICH
3711 59th Street Drive, West
Bradenton, Florida 33529

ARTICLE VIII - INCORPORATOR

MARVIN R. DIAL is the person signing these Articles of Incorporation.

ARTICLE IX - BY-LAWS

The power to adopt, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - NON-RESTRICTION OF CONTRACT

No contract or other transaction of the corporation with any person, firm or other corporation, in the absence of fraud or wrongdoing shall be effected or invalidated by the fact that any director of this corporation is party to or interested in such contract or other transaction or in any way connected with such person, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any other firm, person or corporation in which he may be in any way interested.

ARTICLE XI - SHARE TRANSFER RESTRICTIONS

Shares of the corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
MARVIN R. DIAL	100 shares
JOHN W. DIAL	100 shares
WILLIAM A. BOYD	100 shares

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. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

ARTICLE XII - AMENDMENT

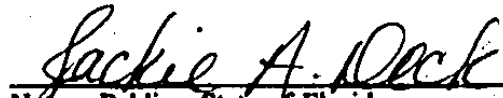
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.


MARVIN R. DIAL

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared **MARVIN R. DIAL**, who is personally known to me or who has produced _____ as identification, known to me to be the incorporator of **EMPLOYER MANAGEMENT SERVICES, INC.**, and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 3rd day of July, 1996.


Notary Public - State of Florida
My Commission Expires:
My Commission No.

mjw\corp\dial-ems.art



JACKIE A. DECK
MY COMMISSION # CC386279 EXPIRES
May 10, 1998
BONDED THRU TROY FARM INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
96 JUL -5 11:10:31
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First -- that **EMPLOYER MANAGEMENT SERVICES, INC.**, desiring to organize under the laws of the State of Florida, has named **MARVIN R. DIAL**, of 229 Avenue K, S.E., Winter Haven, Florida 33880, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


MARVIN R. DIAL
Registered Agent