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November 6, 1996

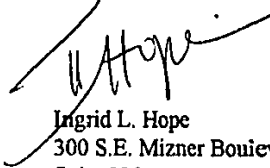
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Filing of Articles of Incorporation for Human Resources Innovations, Inc.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$131.25 for the filing fee, the designation of registered agent, a certified copy of the articles, and a certificate of status.

Sincerely,



Ingrid L. Hope
300 S.E. Mizner Boulevard
Suite 906
Boca Raton, Florida 33432
(561)750-7191

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TALLAHASSEE, FLORIDA

December 26, 1996

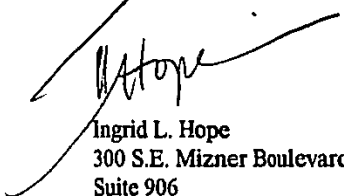
Doris McDuffie
Corporate Specialist Supervisor
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Letter Number: 996A00054184
Resubmission of Filing of Articles of Incorporation for Human Resources Innovations, Inc.

Dear Ms. McDuffie:

Enclosed is an original and one (1) copy of the articles of incorporation and a copy of your letter dated December 3, 1996. Previously I submitted a check for \$131.25 for the filing fee, the designation of registered agent, a certified copy of the articles, and a certificate of status.

Sincerely,



Ingrid L. Hope
300 S.E. Mizner Boulevard
Suite 906
Boca Raton, Florida 33432
(561)750-7191



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 3, 1996

INGRID L. HOPE
300 S.E. MIZNER BLVD
SUITE 906
BOCA RATON, FL 33432

SUBJECT: HUMAN RESOURCES INNOVATIONS, INC.
Ref. Number: W96000025241

We have received your document for HUMAN RESOURCES INNOVATIONS, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 996A00054184

ARTICLES OF INCORPORATION
OF
HUMAN RESOURCES INNOVATIONS, INC.

FILED
96 DEC 30 AM 10:47
SEC
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Human Resources Innovations, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

300 S.E. Mizner Boulevard
Suite 906
Boca Raton, Florida 33432

ARTICLE III DURATION

This corporation shall exist perpetually.

ARTICLE IV CORPORATE PURPOSE

This corporation is organized for the purpose of transacting any or all business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

300 S.E. Mizner Boulevard
Suite 906
Boca Raton, Florida 33432

The name of the initial registered agent of this corporation at that address shall be:

Ingrid L. Hope

ARTICLE VII INITIAL BOARD OF DIRECTORS

A. This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial director of this corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Ingrid L. Hope	300 S.E. Mizner Boulevard Suite 906 Boca Raton, Florida 33432

ARTICLE VIII INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Ingrid L. Hope	300 S.E. Mizner Boulevard Suite 906 Boca Raton, Florida 33432

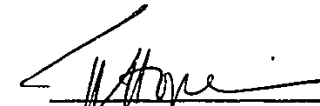
ARTICLE IX BY-LAWS

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

ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

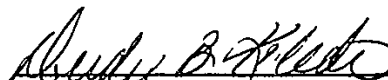
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of December, 1996.



Ingrid L. Hope
Incorporator

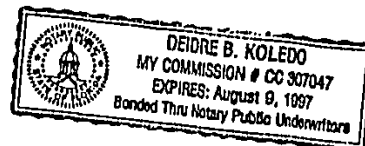
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation were acknowledged, before me, on December 26, 1996, by Ingrid L. Hope. The Incorporator is personally known to me and did not take an oath.



Notary Public

My Commission Expires:



FILED

96 DEC 30 11:10:48

STATE OF FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Human Resources Innovations, Inc.
2. The name and address of the registered agent and office is:

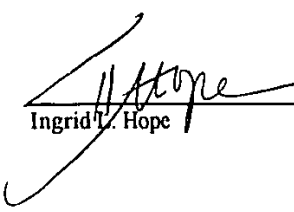
Name

Street Address

Ingrid L. Hope

300 S.E. Mizner Boulevard
Suite 906
Boca Raton, Florida 33432

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Ingrid L. Hope

12/26/96
Date