

L. JAMES DICKSON, P.A.

ATTORNEY AT LAW

4707 140TH AVENUE NORTH, SUITE 309
CLEARWATER, FLORIDA 34622

TEL: (813) 531-2715

FAX: (813) 531-2619

January 15, 1997

VIA U.S. MAIL

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32301

MAILING ADDRESS:

POST OFFICE BOX 1795

CLEARWATER, FLORIDA 34622-9505

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*****70.00 *****70.00

RE: ARTICLES OF INCORPORATION - PEOPLE SYSTEMS OF FLORIDA, INC.

Dear Madam or Sir:

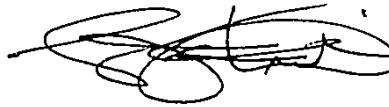
Enclosed please find two (2) fully executed originals of the Articles of People Systems of Florida, Inc.

Please file these Articles of Incorporation of record, and furnish me an approval/stamped copy of the filed Articles. Also enclosed is this firm's check, in the amount of seventy dollars (\$70.00), for the applicable filing fees.

Please note that an effective date of January 15, 1977, has been requested.

Thank you for your cooperation and assistance. If you should have any questions, please do not hesitate to give me a call.

Very truly yours,



L. JAMES DICKSON

Enclosures

FILED
97 JAN 16 PM 4:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA
97 JAN 16 AM 9:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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TEL: (813) 531-2715
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MAILING ADDRESS:
POST OFFICE BOX 17245
CLEARWATER, FLORIDA 34622-0245

January 27, 1997

VIA UPS DELIVERY

Division of Corporations
Florida Department of State
ATTN.: LORIA
409 East Gaines Street
Tallahassee, Florida 32301

RE: ARTICLES OF INCORPORATION - PEOPLESYSTEMS BROKER SERVICES, INC.

Dear Loria:

In accordance with our conversations, enclosed please find two (2) fully executed originals of the Articles of Incorporation of PeopleSystems Broker Services, Inc., which replace the Articles of Incorporation that were previously submitted to you for filing under the name of People Systems of Florida, Inc.

Please file these Articles of Incorporation of record, and furnish me an approval stamped copy. This firm's check, in the amount of seventy dollars (\$70.00), for the applicable filing fees, was sent to you in connection with the prior request.

Please note that an effective date of January 15, 1977, is requested.

Thank you for your cooperation and assistance.

If you should have any questions, please do not hesitate to give me a call.

Very truly yours,

Dmc
1/29/97


L. JAMES DICKSON

Enclosures

**Articles of Incorporation
of
PeopleSystems Broker Services, Inc.**

FILED
97 JAN 16 AM 9:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**Article 1
Name**

The name of this corporation is:

PeopleSystems Broker Services, Inc.

**Article 2
Duration; Effective Date**

EFFECTIVE DATE
1-15-97

This corporation shall exist perpetually, commencing as of January 15, 1997.

**Article 3
Purposes**

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**Article 4
Capital Stock**

This corporation shall be authorized to issue One Hundred Thousand (100,000) shares of Common Stock, each having a par value of One Cent (\$.01).

**Article 5
Registered Office and Registered Agent**

The street address of the initial registered office of this corporation shall be 1715 East Bay Drive, Suite B, Largo, Florida 34641-2279. The name of the initial registered agent of this corporation at that address shall be BRUCE B. VEGHTE.

Article 6
Principal Office and Mailing Address

The principal office, and mailing address, of this corporation shall be:

1715 East Bay Drive, Suite B
Largo, Florida 34641-2279

Article 7
Initial Board of Directors

The number of directors comprising the full Board of Directors of the corporation shall initially be two (2). The number of directors comprising the full Board of Directors may be increased or decreased, from time to time, by action of the shareholders, but shall never be less than one (1). The name and address of the initial director comprising the first Board of Directors of this corporation is as follows:

BRUCE B. VEGHTE
1715 East Bay Drive, Suite B
Largo, Florida 34641-2279

RICHARD C. VEGHTE
65 Prospect Street
New Paltz, New York 12561

Article 8
Incorporator

The name and address of the person signing these Articles of Incorporation as the incorporator are:

BRUCE B. VEGHTE
1715 East Bay Drive, Suite B
Largo, Florida 34641-2279

Article 9
Bylaws

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, subject to repeal or change by action of the shareholders.

Article 10
Amendment

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this January 15, 1997.


BRUCE B. VEGHTE
Incorporator

PeopleSystems Broker Services, Inc.

Registered Agent

Acceptance and Acknowledgment

I hereby accept appointment as registered agent. I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Section 607.0505, *Florida Statutes*.

Dated: As of January 15, 1997


BRUCE B. VEGHTE
Registered Agent

FILED
97 JAN 16 AM 9:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA