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ACCOUNT NO. : 072100000032

REFERENCE : 252406 80388A

AUTHORIZATION :

Patricia Piggott

COST LIMIT : \$ 122.50

ORDER DATE : February 7, 1997

ORDER TIME : 10:03 AM

ORDER NO. : 252406-005

500002081545--7

CUSTOMER NO: 80388A

CUSTOMER: John A. Panyko, Esq
EMMANUEL SHEPPARD & CONDON

Post Office Drawer 1271

Pensacola, FL 32596

DOMESTIC FILING

NAME: ALLIANCE EMPLOYEE LEASING,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

KL
2-10-97

FILED
97 FEB -7 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB -7 PM 12:20
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ALLIANCE EMPLOYEE LEASING, INC.**

FILED
97 FEB -7 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is ALLIANCE EMPLOYEE LEASING, INC., and its principal office is located at 700 South Barracks Street, Pensacola, Florida 32501, and its mailing address is Post Office Box 12781, Pensacola, Florida 32575.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.10 par value common stock, all of one class and series.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder upon the sale 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 the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 700 South Barracks Street, Pensacola, Florida 32501, and the name of this corporation's initial registered agent is MICHAEL L. PATE.

ARTICLE VII

INCORPORATORS

The name and address of the incorporator is MICHAEL L. PATE, 700 South Barracks Street, Pensacola, Florida 32501.

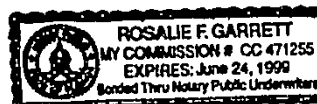
IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation this ____ day of December, 1996.

Michael L. Pate
MICHAEL L. PATE, Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 4th day of
December, 1996, by MICHAEL L. PATE, who personally appeared before me
and who is personally known to me ~~or who has produced~~
_____ as identification.

Rosalie F. Garrett
Notary Public, State of Florida



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, MICHAEL L. PATE, am familiar with and hereby accept the appointment as Registered Agent for ALLIANCE EMPLOYEE LEASING, INC., as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 4th day of December, 1996.


MICHAEL L. PATE

FILED
97 FEB -7 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA