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HAND AND CHAPMAN, P.A.
ATTORNEYS AND COUNSELORS AT LAW
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WINTER PARK, FLORIDA 32790-2725

MICHAEL T. HAND
F. BRANDON CHAPMAN

TELEPHONE (407) 740-0357
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February 7, 1997

Chief, Bureau of Corporate Records
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-02/11/97--01155--014
***122.50 ***122.50

Re: PERSONNEL ASSESSMENT & ORGANIZATIONAL SERVICES, INC.

Dear Madam or Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced corporation, together with our check in the amount of \$122.50 which represents the following fees:

Filing Fee	\$ 35.00
Certificate of Registered Agent	35.00
Certified copy of Charter	<u>52.50</u>
	\$ 122.50

Upon acceptance of the charter and filing thereof by your office, please provide my office with a certified copy of the Charter and charter number.

Thank you for your assistance in this matter. Should you have any questions, please contact our office at your earliest convenience.

Sincerely yours,

Michael T. Hand
Michael T. Hand

MTH:ms
Enclosure

FILED
97 FEB 11 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/11/97
[Signature]

**ARTICLES OF INCORPORATION
OF**

PERSONNEL ASSESSMENT & ORGANIZATIONAL SERVICES, INC.

FILED
19 FEB 11 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is **PERSONNEL ASSESSMENT & ORGANIZATIONAL SERVICES, INC.**

ARTICLE II

Term of Existence

This corporation shall commence on the date of the filing of these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE III

Nature of Business

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

ARTICLE IV

Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seventy Five Hundred (7,500) shares of common stock, having a par value of One (\$1.00) Dollar per share.

ARTICLE V

Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be Michael T. Hand. The street address of the initial registered agent of this corporation, which is identical with the principal business office of the registered agent, is 320 Grove Avenue, Winter Park, Florida 32789. The principal and registered addresses are the same.

ARTICLE VI

Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of the directors shall be decided by resolution of the shareholders.

ARTICLE VII

Initial Board of Directors

The name and street address of each member of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until a successor is elected and qualified, or until resignation, removal from office or death:

Name
Susan Verona

Street Address
9576 Oakhurst Road
Seminole, Florida 33776

ARTICLE VIII

Incorporator

The name and street address of each Incorporator is:

Name
Michael T. Hand

Street Address
320 Grove Avenue
Winter Park, Florida 32789

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE X

Indemnification

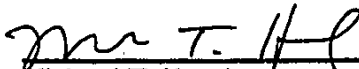
The corporation shall indemnify any officer or director, or any former director, to the full extent permitted by law.

ARTICLE XI

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the Incorporator executed these Articles of Incorporation this 7th day of February, 1997.


Michael T. Hand

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority duly authorized to take acknowledgments and administer oaths, personally appeared Michael T. Hand who is personally known to me or who has produced his Driver's license as identification, and

who acknowledged before me that he executed same for the purposes therein expressed.

WITNESS MY HAND AND SEAL this 7th day of February, 1997.

Marlene Covert
Notary Public

Typed Name of Notary Public
Commission Number
My Commission Expires



MARLENE COVERT
My Commission CC389503
Expires Mar. 27, 1998

Having been named to accept service of process for the above named Corporation, at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and keeping the designated office open.

Michael T. Hand
Michael T. Hand
Registered Agent

FLA. D. H. 53055548006
exp. 1/98 005/1-6-98

FILED
97 FEB 11 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA