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• BOARD CERTIFIED REAL ESTATE ATTORNEY

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April 3, 1997

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

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Impact Professional Employee Leasing Organization Of Florida, Inc.

Dear Sir(s):

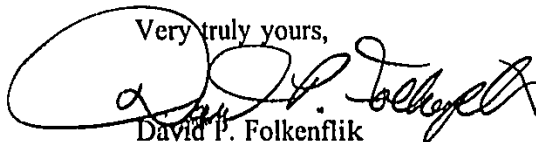
Enclosed for filing with your office, please find proposed Articles of Incorporation for Impact Professional Employee Leasing Organization Of Florida, Inc.

Additionally, I am enclosing my client's check in the amount of \$70 to cover the following itemized expenses:

Filing Fees	\$ 35.00
Registered Agent Designation	\$ <u>35.00</u>
TOTAL	\$ 70.00

Thank you for your assistance in this matter.

Very truly yours,


David P. Folkenflik

DPF:km
Enclosure(s)

FILED
97 APR -7 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

-nl 4/8/97

ARTICLES OF INCORPORATION
OF
IMPACT PROFESSIONAL EMPLOYEE LEASING
ORGANIZATION OF FLORIDA, INC.

The undersigned SARAH A. MACARIO, does hereby make, subscribe, acknowledge and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be IMPACT PROFESSIONAL EMPLOYEE LEASING ORGANIZATION OF FLORIDA, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted is for the purpose of employee leasing.

The corporation is organized for the purpose of transacting any and all other lawful business and is organized to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall consist of One Thousand (1000) shares of common stock with par value of One Dollar (\$1.00).

The initial stockholders shall be PETER KLEIN, NINA KLEIN, PAUL SIMON, and SARAH A. MACARIO. Initial stock issued shall be Four Hundred (400) shares to PETER KLEIN, Four Hundred (400) shares to NINA KLEIN, One Hundred (100) shares to PAUL SIMON, and One Hundred (100) shares to SARAH A. MACARIO.

The 1000 shares held by the initial stockholders as listed

above may not be resold or otherwise transferred to other persons

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered and corporate office of this corporation is 1266 S. Pinellas Avenue, Tarpon Springs, Florida, 34689, and the name of the initial registered agent of this corporation at that address is DAVID P. FOLKENFLIK, ESQ.

ARTICLE VI

MANAGEMENT OF BUSINESS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the shareholders of this corporation. This corporation will not have directors.

ARTICLE VII

OFFICERS OF THE CORPORATION

The officers of the corporation shall be SARAH A. MACARIO President and PETER KLEIN, Secretary/Treasurer.

ARTICLE VIII

INCORPORATORS

The name and address of the initial incorporator to these Articles of Incorporation are:

Sarah A. Macario
Sarah A. Macario

560 Lakeview Dr.
Palm Harbor, FL 34683

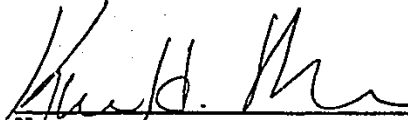
STATE OF FLORIDA)
) SS:
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 1 day of April, 1997, by SARAH A. MACARIO, who is personally known to me or who has produced (✓) a Driver's License or Non-Driver's I.D. issued by Florida or any other U.S. State; () a U.S. Passport or a Foreign Passport stamped by the U.S. Immigration and Naturalization Services; () a U.S. Military I.D.; () a Canadian

an inmate in custody, an I.D. issued by the Florida Department of Corrections, as identification and who (did)(did not) take an oath.



KAREN H. MIDKIFF
MY COMMISSION # CC387037 EXPIRES
April 25, 1998
BONDED THRU TROY FAIR INSURANCE, INC.


Name: _____
Notary Public-State of Florida
Commission No.:

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

IMPACT PROFESSIONAL EMPLOYEE LEASING ORGANIZATION OF FLORIDA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Palm Harbor, State of Florida, has named DAVID P. FOLKENFLIK, ESQ., located at 1266 S. Pinellas Avenue, Tarpon Springs, Florida 34689 as its agent to accept service of process within Florida.

SIGNATURE: Paul G. Moore

TITLE: INCORPORATOR

DATE: 4/1/97

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

David P. Folkenflik

Date 4/1/97

FILED
97 APR -7
SECRETARY
TALLAHASSEE