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AREA CODE 305

April 15, 1997

Corporate Records Bureau
Division of Corporations
Dept. of State
P. O. Box 6327
Tallahassee, Fl. 32314

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Re: Incorporation of: HR Concepts, Inc.

Gentlemen,

In connection with the above captioned matter, I am enclosing fully executed original and copy of Articles of Incorporation, together with my check made payable to your order in the sum of \$122.50 representing the cost of filing these Articles.

After the Articles have been filed, please forward certified copy of same directly to my office, together with your Certificate acknowledging the filing of this document, in the enclosed return Federal Express paid envelope.

Thank you for your courtesy and cooperation.

Very Truly yours,

[Signature]
SHELDON R. ROSENTHAL

SRR/vh
Enc.

FILED
97 APR 16 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 4/17/97

ARTICLES OF INCORPORATION
OF
H R CONCEPTS, INC.

FILED
97 APR 16 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be: H R CONCEPTS, INC., a Florida Corporation.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of providing Human Resource Services, which shall include, but not limited to, the administration and implementation of such services and to do all other acts which may be necessary or related thereto.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III- CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner,
to wit: FIFTY(50) Shares of Common Stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

532 Mokena Drive, Miami Springs, Florida 33166

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be **MARTHA LERA**, and the Registered Office shall be located at: 532 Mokena Drive, Miami Springs, Florida 33166, or such other person or such other place as the Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Martha Lera	President,	532 Mokena Drive
	Vice President	Miami Springs, Florida 33166
Abel L. Lera	Secretary and	532 Mokena Drive
	Treasurer	Miami Springs, Florida 33166

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of at least two (2) , but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his/her or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>		<u>ADDRESS</u>
Martha Lera	President,	532 Mokena Drive
	Vice President	Miami Springs, Florida 3316
Abel L. Lera	Secretary and	532 Mokena Drive
	Treasurer	Miami Springs, Florida 33166

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES OF SUBSCRIBED</u>	<u>AMOUNT SHARES</u>
Martha Lera	President,		
	Vice President	25	\$ 250.00
Abel L. Lera	Secretary and		
	Treasurer	25	\$ 250.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

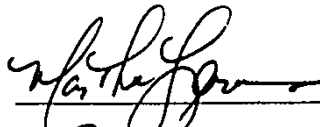
ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hand and seal
at Miami, Dade County, Florida, this 15 day of April, 1997

 (SEAL)
Martha Lera

 (SEAL)
Abel L. Lera

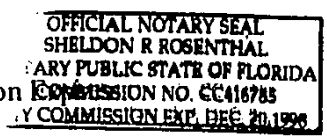
STATE OF FLORIDA)

) ss

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 15 day of April, 1997, by ~~Mr~~ Martha Lera and Abel L. Lera who are personally known to me or have produced their driver's licenses as identification and who did (did not) take an oath.


Notary Public, State of Florida at Large

My Commission Expires


CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of H & CONCEPTS, INC., a Florida Corporation and agree to serve as it's Registered Agent and to accept service of process for it , within the State of Florida, at its Registered Office located at: 532 Mokena Drive, Miami Springs, Florida 33166


MARTHA LERA
REGISTERED AGENT

FILED
97 APR 16 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA