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Thursday, August 5, 1999

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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)922-4000

From: Account Name : CORPORATE CREATIONS ENTERPRISES, INC.
Account Number : 072100000245
Phone : (561)775-9980
Fax Number : (561)694-1639

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BASIC AMENDMENT

WORKFORCE SOLUTIONS II INC.

Certificate of Status	0
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Amended & Restated
Articles

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective August 5, 1999 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name. If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: WorkForce Solutions II Inc.

Old Name:

Article II. Address. The Corporation's mailing address is:

WorkForce Solutions II Inc.
380 Columbia Drive, Suite 100
West Palm Beach FL 33409

Article III. Registered Agent. The Corporation's registered agent is:

Corporate Creations Enterprises Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article IV. Officers. The Corporation's officers are:

President
Secretary
Treasurer
Vice President

Louis A. Montgomery
Laura Nelson
Laura Nelson
James L. Breedlove

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Corporate Creations International Inc.
8895 North Military Trail • Suite 202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107

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Article V. Board of Directors. The Corporation's affairs shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The name of each initial member of the Corporation's Board of Directors is:
James L. Breedlove

Article VI. Capital Stock. The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$.01 per share.

Article VII. Corporate Existence. The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

WorkForce Solutions II Inc.

By: 

by F.A. Rodriguez as attorney-in-fact

Name: Laura Nelson

Title: Secretary

Date: August 5, 1999

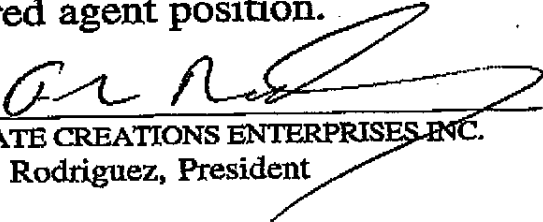
Corporate Creations International Inc.
8895 North Military Trail • Suite 202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE****CORPORATION:****WorkForce Solutions II Inc.****REGISTERED AGENT/OFFICE:****Corporate Creations Enterprises Inc.
941 Fourth Street #200
Miami Beach FL 33139**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


**CORPORATE CREATIONS ENTERPRISES INC.
Frank A. Rodriguez, President****Date: August 5, 1999****Corporate Creations International Inc.
8895 North Military Trail • Suite 202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107**

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