

NORTH PINELLAS UNDERWRITERS

(813) 799-2445 • 835 Main Street, Safety Harbor, FL 34695

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 23 PM 1:19

June 19, 1997

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State of Florida
DEPARTMENT OF CORPORATIONS
P.O. Box 6327
Tallahassee, FLA 32314

Customer Services:

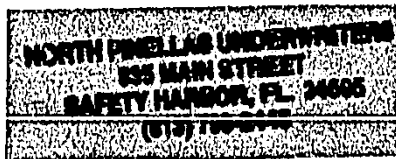
Please find appended our paperwork to incorporate: "AAA-1"
EMPLOYEE LEASING SERVICES, INCORPORATED

Please remit our authorized company to the above listed
address...Do not hesitate to call us if you've any questions
as well.

Sincerely,

D Chastek

Dale Edward Chastek, President
"AAA-1" EMPLOYEE LEASING SERVICES
(a Florida Corporation in-information)



SAFETY HARBOR INSURANCE & INVESTMENTS

We're 1/2 Block West of City Hall on the North Side of the Street

D. BROWN JUN 24 1997

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ARTICLES OF INCORPORATION

FOR

"AAA-1" EMPLOYEE LEASING SERVICES, INC.

ARTICLE I

THE NAME OF THIS CORPORATION IS:

"AAA-1" EMPLOYEE LEASING SERVICES, INC.

ARTICLE II

ITS REGISTERED OFFICE IN THE STATE OF FLORIDA IS TO BE:

"AAA-1" EMPLOYEE LEASING SERVICES, INC.
835 MAIN STREET
SAFETY HARBOR, FLORIDA 34695

ITS REGISTERED AGENT THEREOF IS DALE E. CHASTEK WHOSE ADDRESS IS THE SAME AS STATED AS THE REGISTERED OFFICE OF "AAA-1" EMPLOYEE LEASING SERVICES, INC.

ARTICLE III

THE NATURE OF THE BUSINESS AND, THE OBJECTS AND PURPOSES PROPOSED TO BE TRANSACTED, PROMOTED AND CARRIED ON, ARE TO DO ANY AND ALL THINGS HEREIN MENTIONED, AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, AND IN ANY PART OF THE WORLD, VIZ:

"THE PURPOSE OF THE CORPORATION IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED UNDER CHAPTER 607 OF THE GENERAL CORPORATION ACT OF FLORIDA".

ARTICLE IV

THE AMOUNT OF THE TOTAL AUTHORIZED CAPITAL STOCK OF THIS CORPORATION IS ONE THOUSAND (1,000) SHARES OF NO PAR VALUE

ARTICLE V

THE NAME AND MAILING ADDRESS OF THE INCORPORATION IS AS FOLLOWS:

"AAA-1" EMPLOYEE LEASING SERVICES, INC.
835 MAIN STREET
SAFETY HARBOR, FLORIDA 34695

ARTICLE VI

THE POWERS OF THE INCORPORATOR ARE TO TERMINATE UPON FILING OF THE ARTICLES OF INCORPORATION, AND THE NAME AND MAILING ADDRESS OF THE PERSON WHO WILL SERVE AS DIRECTOR UNTIL THE FIRST ANNUAL MEETING OF THE STOCKHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFY IS AS FOLLOWS:

DALE E. CHASTEK
835 MAIN STREET
SAFETY HARBOR, FLA, 34695

ARTICLE VII

THE DIRECTORS SHALL HAVE POWER TO MAKE AND TO ALTER OR AMEND THE BYLAWS: TO FIX THE AMOUNT TO BE RESERVED FOR WORKING CAPITAL, AND TO AUTHORIZE AND CAUSE TO BE EXECUTED MORTGAGES AND LIENS WITHOUT LIMIT AS TO AMOUNT, UPON THE PROPERTY AND FRANCHISE OF THE CORPORATION.

WITH THE CONSENT IN WRITING, AND PURSUANT TO A VOTE OF THE HOLDERS OF A MAJORITY OF THE CAPITAL STOCK ISSUED AND OUTSTANDING, THE DIRECTORS SHALL HAVE THE AUTHORITY TO DISPOSE, IN ANY MANNER, OF THE WHOLE PROPERTY OF THIS CORPORATION.

THE BYLAWS SHALL DETERMINE WHETHER AND TO WHAT EXTENT THE ACCOUNTS AND BOOKS OF THIS CORPORATION SHALL BE OPENED TO THE INSPECTION OF THE STOCKHOLDERS AND NO STOCKHOLDER HAS ANY RIGHT OF INSPECTING ANY ACCOUNT OR BOOK OR DOCUMENT OF THIS CORPORATION, EXCEPT AS CONFERRED BY THE LAW OF THE BYLAWS OR BY RESOLUTION OF THE STOCKHOLDERS.

THE STOCKHOLDERS AND DIRECTORS SHALL HAVE THE POWER TO HOLD THEIR MEETINGS AND KEEP THE BOOKS, DOCUMENTS AND PAPERS OF THE CORPORATION OUTSIDE OF THE STATE OF FLORIDA, AT SUCH PLACES AS MAY FROM TIME TO TIME DESIGNATED BY THE BYLAWS OR BY RESOLUTION OF THE STOCKHOLDERS OR DIRECTORS, EXCEPT AS OTHERWISE REQUIRED BY THE LAWS OF THE STATE OF FLORIDA.

IT IS THE INTENTION THAT THE OBJECTS, PURPOSES AND POWERS SPECIFIED IN THE THIRD ARTICLE HEREOF SHALL, EXCEPT WHERE OTHERWISE SPECIFIED IN SAID ARTICLE, BE NO WAY LIMITED OR RESTRICTED BY REFERENCE TO OR INFERENCE FROM THE TERMS OF ANY OTHER CLAUSE OR PARAGRAPH IN THESE ARTICLES OF INCORPORATION, BUT THAT THE OBJECTS, PURPOSES AND POWERS SPECIFIED IN THE THIRD ARTICLE AND IN EACH OF THE CLAUSES AND PARAGRAPHS OF THIS CHARTER SHALL BE REGARDED AS INDEPENDENT OBJECTS, PURPOSES AND POWERS.

I, THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, DO MAKE, FILE, AND RECORD THESE ARTICLES AND DO CERTIFY THAT THE FACTS HEREIN ARE TRUE AND I HAVE ACCORDINGLY HEREUNTO SET MY HAND.

DATED: June 17 1997

STATE: FLORIDA

COUNTY: PINELAS



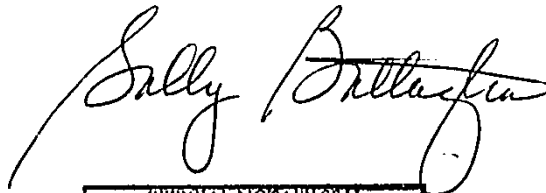
DALE E. CHASTEK, PRESIDENT

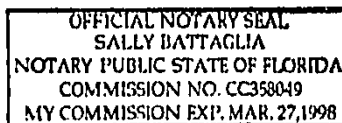
ID- FDL C 232-165-58-145-0

I 4.26.96 E 4.25.02

ON THIS 17th DAY OF JUNE, 1997, THEN AND THERE PERSONALLY APPEARED BEFORE ME THE UNDERSIGNED, A NOTARY PUBLIC, IN AND FOR COUNTY AND STATE.

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES, 3/27/98





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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, MAKING
CORPORATE AGENT UPON WHOM PROCESS MAY BE SERVED

IN PURSUANCE OF CHAPTER 607.034, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

THAT "AAA-1" EMPLOYEE LEASING SERVICES, INC DESIRING TO
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPLE OFFICE, AS INDICATED IN THE ARTICLES OF
INCORPORATION IN THE CITY OF: SAFETY HARBOR, FLORIDA, COUNTY
OF PINELLAS, STATE OF FLORIDA HAS NAMED DALE E. CHASTEK
LOCATED AT: 835 MAIN STREET, SAFETY HARBOR, FLORIDA, 34695:

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY
WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID
OFFICE.

BY:



DALE E. CHASTEK,
RESIDENT AGENT

"AAA-1" EMPLOYEE LEASING SERVICES, INC
(A FLORIDA CORPORATION IN FORMATION)