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martin a. scheinkman, p.a.

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Certified Public Accountant

97 JUL 25 PM 2:10

18 Northeast Second Avenue
Dania, Florida 33004

(954) 920-6173
TALLAHASSEE, FLORIDA

July 22, 1997

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

Dear Sir or Madam:

Enclosed is a check in the amount of \$70.00 for the
incorporation of Workforce Solutions Associates, Inc.
I have also enclosed a copy of the articles of
incorporation and certificate of registered agent.

Please return to letter confirming the incorporation to:

Martin A. Scheinkman
18 NE 2nd Avenue
Dania, FL 33004

Sincerely,


Martin A. Scheinkman, CPA

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ARTICLES OF INCORPORATION
OF
Workforce Solutions Associates, Inc.

RECORDED
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTION 607.0201 FLORIDA STATUTES, DESIRING TO FORM A CORPORATION, PURSUANT TO CHAPTER 607, FLORIDA GENERAL CORPORATION ACT, AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DOES HEREBY CERTIFY AS FOLLOWS:

ARTICLE I. NAME

The name of the corporation shall be:

Workforce Solutions Associates, Inc.
and the principal place of business is:

203 SE 2nd Street, Dania, FL 33004

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

(1) To conduct consulting and research in the employment field.

(2) This corporation is formed for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time shall be Five Hundred shares of common stock having a par value of \$1.00 per share. There shall be only one class of shares.

ARTICLE V. STATED CAPITAL & INITIAL STOCK SUBSCRIPTION

The amount of capital with which the Corporation shall commence business shall not be less than \$500.00. Each incorporator named hereinafter agrees to purchase the number of shares stated for the consideration shown:

NAME OF INCORPORATOR	NUMBER OF SHARES	CONSIDERATION
Norman Scheinkman	500	\$500.00

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 203 SE 2nd Street, Dania, FL 33004 and the name of corporation's initial registered agent at that address is Norman Scheinkman.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one.

The name and street address of the initial director is:

Norman Scheinkman
203 SE 2nd Street
Dania, Florida 33004

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Norman Scheinkman
203 SE 2nd Street
Dania, Florida 33004

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this

reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous written consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.


ARTICLE XI. INDEMNIFICATION

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

ARTICLE XII. OFFICERS

The officers of this Corporation shall consist of a President, Vice President, Secretary, and a Treasurer, each of who shall be elected by the Board of Directors in the manner and at the time prescribed in the By-laws of this Corporation. Such other officers and assistant officers and agents as may be deemed necessary, may be elected or appointed by the Board of Director or chosen in such other manner as may be prescribed by the By-Laws. Any two or more officers may be held by the same person.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and the undersigned incorporator has executed these Articles of Incorporation this 22 day of July, 1997.


Norman Scheinkman, Incorporator

State of Florida
County of Broward

I hereby certify that on this 22 day of July, 1997, the foregoing Articles of Incorporation were acknowledged before me by Norman Scheinkman, who is personally known to me or who produced the following identification: FL DL. 3525-632-42-136-0.


Notary Public



STEPHEN J. LUJO
My Commission CC567609
Expires Jun 26, 2000

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Certificate designating place of business or domicile for the service of process within this state, naming agent upon which process may be served Pursuant to section 607.0501, Florida Statutes, the following is submitted for compliance with said section: JUL 25 PM 2:40
ALLAHABADEL, FLORIDA

First: that Workforce Solutions Associates, Inc., desiring to organize under the laws of the state of Florida with its principal office, as indicated in the articles of incorporation at 203 SE 2nd Street, Dania, FL 33004 as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept and agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



Norman Scheinkman,
Registered Agent