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James W. Bauman

Attorney At Law

July 24, 1997

Department of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

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-08/01/97--01040--014
****122.50 ****122.50

Re: HUMAN RESOURCE DESIGNS, INC.

Gentlemen:

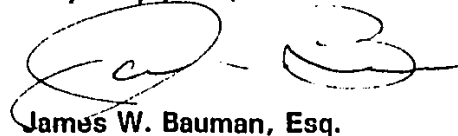
Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is my firm's check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Registered Agent Fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,



James W. Bauman, Esq.

/hm
Enclosures

FILED
97 AUG - 1 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ml 8/4/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HUMAN RESOURCE DESIGNS, INC.

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: HUMAN RESOURCE DESIGNS, INC.

ARTICLE II

The principal place of business and mailing address of this Corporation shall be:

2021 Whitney Drive, Clearwater, Florida 33760

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 50,000 shares of common stock having a par value of \$1.00.

ARTICLE IV

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida. In addition, and more specifically, this Corporation shall function as a resource organization to assist and to enable corporations and individuals in becoming more productive by identifying training needs based on goals and then implementing appropriate training programs to reach established goals.

ARTICLE V

This Corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE VI

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

James W. Bauman
1008 Drew Street
Clearwater, Florida 34615

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

The name of the initial director of this Corporation and her street address is:

Nancy L. Henry
2021 Whitney Drive
Clearwater, Florida 33760

ARTICLE IX

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Nancy L. Henry
2021 Whitney Drive
Clearwater, Florida 33760

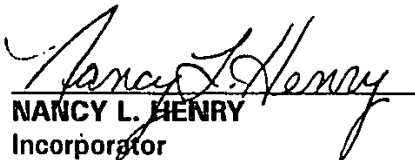
ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The officers of this corporation, and the manner in which the officers are elected or chosen, shall be as provided in the by-laws.

The undersigned has executed these Articles of Incorporation this 24th day of July, 1997.


NANCY L. HENRY
Incorporator

STATE OF FLORIDA)

COUNTY OF PINELLAS)

BEFORE ME, a Notary Public, personally appeared NANCY L. HENRY, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on the 24th day of July, 1997.


Notary Public

HARRIET MASHKES
Print name

My commission expires:



**CERTIFICATE OF DESIGNATION
OF RESIDENT AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the resident agent/registered office in the State of Florida.

1. The name of the corporation is HUMAN RESOURCE DESIGNS, INC.
2. The name and address of the resident/registered agent and office is:

JAMES W. BAUMAN
1008 Drew Street
Clearwater, Florida 34615

HAVING BEEN NAMED AS RESIDENT AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Resident Agent

7-24-97

Date

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TALLAHASSEE, FLORIDA