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JAN 28 PM 12:20

Telephone: 904-247-1305

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Facsimile: 904-247-0295

January 26, 1998

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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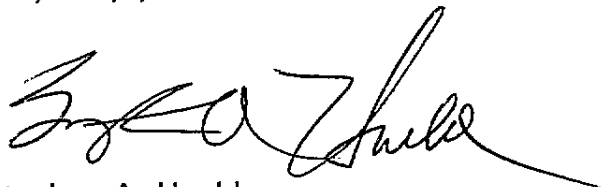
RE: Electronic Time and Attendance, Incorporated

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is my check in the amount of \$122.50 to cover your cost. Please file the enclosed Articles of Incorporation and return a certified copy to the corporation at 1640 Plantation Oaks Lane, Amelia Island, FL 32034.

Thank you for your assistance.

Very truly yours,



Stephen A. Hould

SAH/lb

P. Hall
JAN 29 1998

**ARTICLES OF INCORPORATION
OF**

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ELECTRONIC TIME AND ATTENDANCE, INCORPORATED 98 JAN 28 PM 12:20

The undersigned, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is: Electronic Time and Attendance, Incorporated.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this corporation, which is also the mailing address of the corporation, is 1640 Plantation Oaks Lane, Amelia Island, FL 32034.

ARTICLE III. DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE IV. PURPOSES

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to

exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1640 Plantation Oaks Lane, Amelia Island, FL 32034, and the name of the initial registered agent at such address is Janice G. Quarles.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time in the manner provided in the bylaws but shall never be less than one. The names and addresses of the initial directors of the corporation are as follows: Janice G. Quarles, 1640 Plantation Oaks Lane, Amelia Island, FL 32034; and James E. Quarles, 1640 Plantation Oaks Lane, Amelia Island, FL 32034.

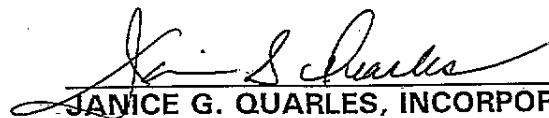
ARTICLE VIII. INCORPORATOR

The name and address of the corporation's Incorporator is Janice G. Quarles, 1640 Plantation Oaks Lane, Amelia Island, FL 32034.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, I have subscribed my name this 26th day of January, 1998.


JANICE G. QUARLES, INCORPORATOR

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STATE OF FLORIDA
COUNTY OF NASSAU

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a notary public, personally appeared Janice G. Quarles, to me well known to be the person described as incorporator, or who has produced FLA DL Q 542-427-45-882-0 as identification and who did take an oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 26th day of January, 1998.

(Seal)


NOTARY PUBLIC, State of Florida
at Large



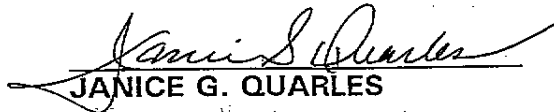
CERTIFICATE

In compliance with Florida Statutes the following is submitted:

That Electronic Time and Attendance, Incorporated, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 1640 Plantation Oaks Lane, Amelia Island, FL 32034, County of Nassau, State of Florida, has named Janice G. Quarles, 1640 Plantation Oaks Lane, Amelia Island, FL 32034, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open. The registered agent will be Janice G. Quarles.


JANICE G. QUARLES