

P9800000 9302

MICHAEL J MONAKEY, CPA
CERTIFIED PUBLIC ACCOUNTANT
6104 RAIN BRIAR COURT
TAMPA, FLORIDA 33617-1370
(813) 985-5584
FAX (813) 985-2882

January 26, 1998

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

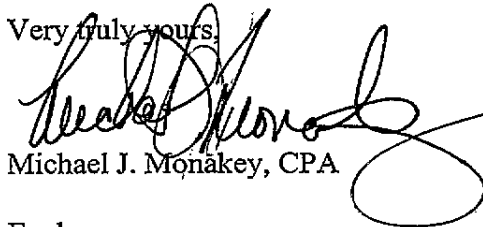
Ref: Bay Area Professional Employer Organization Services Inc

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above new corporation, along with a remittance in the amount of \$70 to cover filing fees.

Please send the recorded articles to my attention at the above address. Additionally, if you have any questions, please contact me at the above telephone number.

Very truly yours,



Michael J. Monakey, CPA

Enclosures

300002414183--7
-01/28/98-01037-004
*****70.00 *****70.00

FILED
98 JAN 28 PM 1:50
TALLAHASSEE, FLORIDA
FLORIDA DEPT. OF STATE

B. BROCK JAN 29 1998

ARTICLES OF INCORPORATION

OF

BAY AREA PROFESSIONAL EMPLOYER ORGANIZATION SERVICES INC

ARTICLE I

The name of the corporation is BAY AREA PROFESSIONAL EMPLOYER SERVICES INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 6104 RAIN BRIAR COURT, TAMPA, FL 33617-1370.

ARTICLE III

The aggregate number of shares to which the Corporation has the authority to issue is 1,000 shares of common stock with a par value of \$1.00 per share.

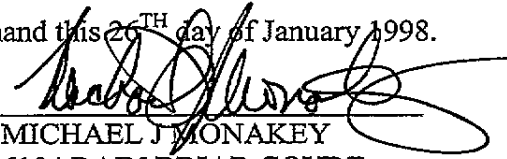
ARTICLE IV

The address of the initial registered agent of the Corporation is 6104 RAIN BRIAR COURT, TAMPA, FL 33617-1370, and the name of the Corporation's initial registered agent for service of process at such address is MICHAEL J MONAKEY.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is: MICHAEL J MONAKEY, 6104 RAIN BRIAR COURT, TAMPA, FL 33617-1370.

IN WITNESS WHEREOF, I have hereunto set my hand this 26TH day of January 1998.


MICHAEL J MONAKEY
6104 RAIN BRIAR COURT
TAMPA, FL 33617-1370

FILED
98 JAN 28 PM 1:50
CLERK OF DISTRICT COURT
STATE OF FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

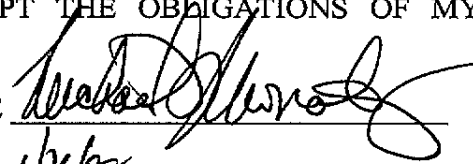
Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the Corporation is BAY AREA PROFESSIONAL EMPLOYER ORGANIZATION SERVICES INC.
2. The name of the registered agent and office is:

MICHAEL J MONAKEY
6104 RAIN BRIAR COURT
TAMPA, FL 33617-1370

HAVING BEEN NAMED AS REGISTERED 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.

SIGNATURE



DATE

1/26/98

FILED
98 JAN 28 PM 1:50
TALLAHASSEE, FLORIDA