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FAX #: (850) 922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~JOHANN C RODRIGUEZ~~

PHONE: (305) 672-0686

Greg

FAX #: (305) 672-9110

NAME: ~~EMPLOYERS RESOURCES, INC.~~ Diversified Leasing Services, Inc.

AUDIT NUMBER.....H98000001941

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 29, 1998

CORPORATE CREATIONS INTERNATIONAL INC

SUBJECT: EMPLOYERS RESOURCES, INC.
REF: W98000002063

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Diversified Leasing Services, Inc.

Article II. Address

The mailing address of the Corporation is:
Diversified Leasing Services, Inc.
301 Yamato Road
Suite 2198
Boca Raton FL 33431

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Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Corey E. Levine
301 Yamato Road
Suite 2198
Boca Raton FL 33431

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Eugene Baffa Jr.
Corey E. Levine

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 28, 1998.

The undersigned incorporator executed these Articles of Incorporation on January 30, 1998.


CORPORATE CREATIONS INTERNATIONAL INC.
Greg K. Kuroda Vice President

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

98 JAN 30 PM 1:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION:

Diversified Leasing Services, Inc.

REGISTERED AGENT/OFFICE:

**Corey E. Levine
301 Yamato Road
Suite 2198
Boca Raton FL 33431**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



COREY E. LEVINE

by G. K. Kuroda as attorney-in-fact

Date: January 30, 1998

**Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686**

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