

P0980000/11063

GIBBONS, SMITH, CUNNINGHAM & ARNETT
A PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELLORS AT LAW

FILED

3321 HENDERSON BOULEVARD
TAMPA, FLORIDA 33609

MAILING ADDRESS:
P. O. BOX 2177
TAMPA, FLORIDA 33601

FAX (813) 877-9290
(813) 877-9222

98 FEB -2 AM 10:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 30, 1998

Via Express Mail

Secretary of State
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: H.R. DEPARTMENT, INC. - Incorporation

100002418951--5

-02/02/98--01114--008

****122.50 ****122.50

Dear Madam:

Enclosed are the following items in connection with the filing of the Articles of Incorporation of the above-referenced corporation:

1. Original Articles of Incorporation;
2. Original Designation of Registered Agent and Registered Office;
3. Our check in the amount of \$122.50 to cover the following costs:

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

Once filing is completed, please forward a certified copy of the Articles of Incorporation to this firm.

Thank you for your assistance in this matter.

Sincerely,



Roy W. Cohn

Enclosures
RWC/ms/Cp-
12173.9712

cc: Glenn E. Gerhardt

P. Hall
FEB -4 1998

ARTICLES OF INCORPORATION
OF
H.R. DEPARTMENT, INC.

FILED
98 FEB -2 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation, for profit, files these Articles of Incorporation with the Secretary of State of the State of Florida, pursuant to the Florida Business Corporation Act of the State of Florida, Chapter 607, Florida Statutes.

1. NAME. The name of the corporation is H.R. DEPARTMENT, INC. (the "Corporation").

2. ADDRESS. The street address and the mailing address of the initial principal office of the Corporation is Suite 1080, 101 E. Kennedy Blvd., Tampa, Florida 33602.

3. NUMBER OF SHARES. The maximum number of shares which the Corporation is authorized to issue is 10,000 shares of common stock, having no par value per share.

4. NO PREEMPTIVE RIGHTS. No preemptive rights are granted to shareholders of the Corporation.

5. INITIAL REGISTERED OFFICE AND REGISTERED AGENT. The address of the initial registered office of the Corporation is 3321 Henderson Boulevard, Tampa, Florida 33609, and the name of the initial registered agent is Roy W. Cohn.

6. INCORPORATOR. The name and address of each incorporator for the Corporation is set forth immediately below:

Glenn E. Gerhardt

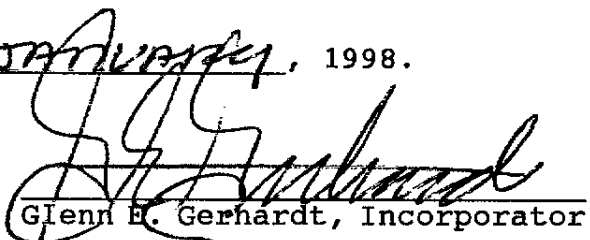
7. BOARD OF DIRECTORS. The number of directors shall not be less than one. The number of directors may be increased or diminished from time to time by the By-laws adopted by the shareholders, but shall never be less than one. The name and mailing address of the first Board of Directors, who shall serve until the first annual meeting or until their successors shall have been elected and qualified:

<u>Name</u>	<u>Address</u>
Glenn E. Gerhardt	Suite 1080 101 E. Kennedy Blvd. Tampa, Florida 33602

8. POWERS OF CORPORATION. The Corporation shall have and may exercise at all times all of the powers and rights to the maximum extent, and without restriction, as conferred upon corporations by the laws of the State of Florida and of the United States.

9. AMENDMENT. The corporation shall have the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in any manner now or hereafter permitted by statute.

EXECUTED this 30th day of January, 1998.


Glenn E. Gerhardt, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, this
30th day of January, 1998, by Glenn E. Gerhardt, who is personally
known to me .

NOTARY PUBLIC

Sign: Madelyn J. Swan
State of Florida at Large



DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

FILED

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

98 FEB -2 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

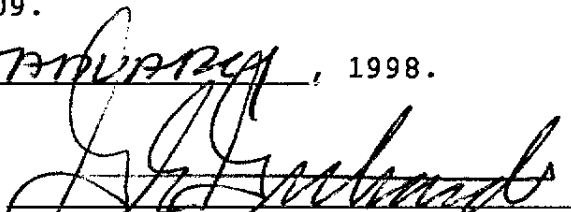
Pursuant to Sections 48.091 and 607.0501, Florida Statutes,
this Designation is submitted:

1. H.R. DEPARTMENT, INC., is a corporation desiring to
organize or qualify under the laws of the State of Florida, with
its principal place of business at the City of Tampa, County of
Hillsborough, State of Florida;

2. H.R. DEPARTMENT, INC. hereby names Roy W. Cohn, an
individual resident of this state, as its registered agent to
accept service of process within the State of Florida;

3. H.R. DEPARTMENT, INC. hereby designates as its registered
office, the street address of said registered agent's place of
business, which is 3321 Henderson Blvd., City of Tampa, County of
Hillsborough, State of Florida 33609.

SUBMITTED this 30th day of January, 1998.


Glenn E. Gerhardt, Incorporator
on behalf of H.R. DEPARTMENT,
INC.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation, at the designated place, I hereby agree to act
in this capacity and accept this appointment, and agree to comply
with the provisions of Sections 48.091 and 607.0501, Florida
Statutes, relative to keeping open said office.

By: 

Registered Agent

Date: January 30, 1998