



THE UNITED STATES
CORPORATION
COMPANY

P98000044886

ACCOUNT NO. : 072100000032

REFERENCE : 822447 9029A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : May 18, 1998

ORDER TIME : 12:55 PM

ORDER NO. : 822447-005

CUSTOMER NO: 9029A

CUSTOMER: Kathy Moro, Legal Assistant
FRANK EFFMAN WEINBERG & BLACK,
P.A.
Second Floor
8000 Peters Road
Plantation, FL 33324

700002528027--5

DOMESTIC FILING

NAME: PROFESSIONAL EMPLOYER
CONNECTION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CASSANDRA BRYANT

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 AM 9:06

RECEIVED
98 MAY 18 PM 4:06
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 AM 9:06

ARTICLES OF INCORPORATION
OF
PROFESSIONAL EMPLOYER CONNECTION, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PROFESSIONAL EMPLOYER CONNECTION, INC.

The address of the principal office of this corporation shall be 7000 West Palmetto Park Road, Suite 500, Boca Raton, Florida 33433 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 400 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 8000 Peters Road, Second Floor, Plantation, Florida 33324, and the name of the initial registered agent of the corporation at that address is Steve Weinberg.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Matthew O'Connor	7000 West Palmetto Park Road, Suite 500
Dir.	Boca Raton, Florida 33433

Greg Cryan	Same As Above
Dir.	

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on May 18, 1998.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

CLB

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 AM 9:06

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: PROFESSIONAL EMPLOYER

CONNECTION, INC.

2. The name and address of the registered agent and office is:

STEVE WEINBERG

(Name)

8000 PETERS ROAD, SECOND FLOOR,

(P.O. Box or Mail Drop Box NOT acceptable)

PLANTATION, FLORIDA 33324

(City/State/Zip)

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)

5-18-98

(Date)