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JOHN F. NOONAN
4502 Southhampton Ct.
Tampa, Florida 33623

(813) 969-4021

May 26, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of Corporate for PersoNet Employment Resources, Inc. and a check in the amount of \$122.50 payable to the Florida Department of State.

Please return one certified copy of the Articles of Incorporation of PersoNet Employment Resources, Inc. to the undersigned at the address in the letterhead. If you have any questions, please feel free to contact me or at (813) 969-4021.

Thank you for your assistance.

Sincerely,



John F. Noonan
Principal

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUN 22 1998

ARTICLES OF INCORPORATION

OF

PersoNet Employment Resources, Inc

THE UNDERSIGN, for the purpose of beginning a Corporation under the laws of the State of Florida, Chapter 607, General Corporation Act, providing for the formation, liabilities, rights, privileges and immunities of a Corporation for profit generally and hereby makes, subscribes, acknowledges and files these Articles for the purpose of becoming a Corporation under the laws of the State of Florida,

ARTICLE I

Name of Corporation

The name of this corporation shall be:

PersoNet Employment Resources, Inc.

ARTICLE II

General Nature of Business

The general nature of the business to be transacted by this corporation shall be:

(1) To engage generally in the leasing of employee to companies, public or private organizations and government agencies.

(2) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade, and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign, and in all other ways dispose of, design, develop, invest, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing) deal in and with property of every kind and character, real, personal, or mixed, tangible, intangible, wherever situated and however held, included but not limited to, money, credits, choices, of action, securities, stocks, bonds, warrants, scripts, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in and indebtedness of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies,

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charters, concessions, grants, rights, powers or privileges, and immunities of individual owners or holders thereof.

(3) To hire and employ agents, servants, employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee factor or otherwise, either alone or in the company with others.

(4) To promote and aid in any manner, financially and otherwise, any person, firm, association or corporation and to guarantee contracts and other obligations.

(5) To let concessions to others to do the things that this Corporation is empowered to do and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(6) To carry on any business whatsoever that this Corporation may deem proper or convenient in connections with any of the foregoing purposes or otherwise, or that it may deem calculated, directly, or indirectly, to improve the interest of this Corporation, to do all thing specific in the Florida Statutes and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporations is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

The foregoing statement of purpose shall be construed as a statement of both purpose and powers, shall be liberally construed in aid of the power of this corporation, and the powers and purpose stated in each clause shall, except where otherwise stated, be in no way limited or restricted by any term or provision of any clause, and shall be regarded not only as independent purpose, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE III

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the Corporation shall be 1,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one vote at any meeting of the shareholders. All or any part of said capital stock may be paid in money or in property (other than stock and securities) at

a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid and shall be nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

© The holders of the stock of the Corporation shall not have the preemptive right to subscribe for and purchase any proportionate share of any additional stock issued by the Corporation from and after issuance of the shares originally subscribed for by the shareholders of this Corporation, whether such additional shares be issued for cash or property, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

(d) No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE IV

Restraint on Alienation of Shares

The shareholders of this Corporation shall have the power to include in the By-Laws of this Corporation or in a separate agreement among the shareholders and/or the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of stock of this Corporation by any of its shareholders, or in the event of the death, disability or retirement of any of its shareholders, provided such provision are adopted by a three fourths (3/4) majority of the shareholders. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the shareholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the right of third parties without actual notice thereof, unless existence of such provision shall be plainly written upon the certificate evidencing ownership of said stock.

ARTICLE V

Dividends

Dividend may be paid to shareholders only out of the unreserved and unrestricted earning of the Corporation. Dividends payable in shares of any class may be paid to the holders of share of any other class.

ARTICLE VI

Shareholder's Action

Any action permitted or required to be taken by the shareholders of this Corporation may be taken at a meeting of the shareholders duly called as provided by law or without a meeting if consent in writing, setting forth the action taken, shall be signed by all persons who should be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as a part of the corporate records. Such consent shall have the same force and effect as unanimous vote of the shareholders, and may be stated as such in any certificate or document.

ARTICLE VII

Capital to Begin Business

The amount of capital with which this Corporation will begin business will be a minimum of One Hundred (\$100.00) Dollars.

ARTICLE VIII

Reduction in Stated Capital

The stated capital of this Corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE IX

Board of Directors

The number of directors of this Corporation shall not be less than one. From time to time, the number of directors may be increased or diminished by resolution adopted by the shareholders, but shall never be less than one. Subject to the By-Laws of the Corporation, meetings of the directors may be held within or without the State of Florida.

ARTICLE X

First Board of Directors

The name and street address of the member of the First Board of Directors of this Corporation, who subject to the Articles of Incorporation, the By-Laws of this Corporation and the laws of the State of Florida, shall hold office for the first year of existence of this Corporation,

or until an election is held by the shareholders for the election of a permanent director or until his successor or successors have been duly elected and qualified is:

Robert V. Riley
8140 Silver Mist Place
New Port Richey, Florida 34655

ARTICLE XI

Management

The business of the Corporation shall be managed by its Board of Directors.

ARTICLE XII

Removal of Directors

Any director of the corporation may be removed at any annual or special meeting of the shareholders by the same vote as that required to elect a director.

ARTICLE XIII

Directors Compensation

The shareholders of this Corporation shall have the exclusive authority to fix the compensation of the directors of this Corporation.

ARTICLE XIV

Director's Action

Any action permitted or requires to be taken by the directors of this corporation may be taken at a meeting of the directors duly called as provided by law or without a meeting if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.

ARTICLE XV

Additional Provisions

In furtherance and not in limitation of the powers conferred by Statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

(a) The Board of Directors, from time to time, shall determine whether and to what extent and at what time and place, and under what conditions and regulations the accounts and books of this Corporation, or any of them, shall be opened to the inspection of the shareholders, and no shareholder shall have any right to inspect any account or document of the corporation, except as conferred by statute or authorized by the Board of Directors.

(b) The Board of Directors may prescribe a method or methods for replacement of lost certificate and may prescribe reasonable conditions by way of security upon the issue of new certificates here for.

© The officers of this Corporation shall be the President, Treasurer and Secretary, and such other officers, agents and factors as may be deemed necessary, shall be chosen in such manner and hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors.

ARTICLE XVI

General Powers

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purpose and object hereinabove stated, the Corporation shall have all the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation.

(b) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and saving plan, (5) restricted stock option plan, (6) medical reimbursement plan, (7) insurance programs, or (8) other fringe benefits or incentive compensation plans.

ARTICLE XVII

Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

ARTICLE XVIII

Initial Registered Office and Registered Agent

The registered agent of the corporation and the address of the initial registered office of the Corporation in the State of Florida is:

Robert V. Riley
8140 Silver Mist Place
New Port Richey, Florida 34655

The above is also the mailing address of the corporation.

ARTICLE XIX

Existence of Corporation

This Corporation shall commence business when these articles are filed and shall exist perpetually thereafter unless dissolved according to law.

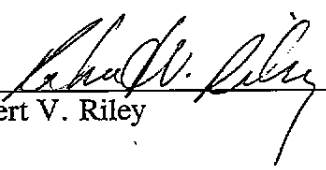
ARTICLE XX

Subscribers

The name and post office address of the Subscribers to these Article of Incorporation are as follows:

Robert V. Riley
8140 Silver Mist Place
New Port Richey, Florida 34655

IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set his hand and seal this the 22nd day of May 1998.

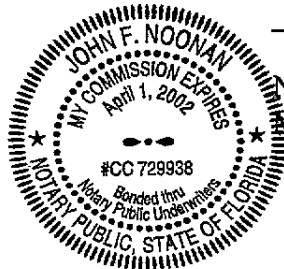

Robert V. Riley

State of Florida

County of Hillsborough

BEFORE ME, the undersigned authority, personally appeared Robert V. Riley who is to me known to be the person described in and who subscribed the above and foregoing Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentions and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal at Hillsborough County, Florida, this 22nd day of May 1998.



John F. Noonan

Notary Public
My Commission Expires:

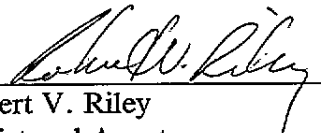
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST - that PersoNet Employment Resources, Inc, desiring to organize under the law of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 8140 Silver Mist Place, New Poet Richey, Florida 34655, has names Robert V. Riley as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designed in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Robert V. Riley
Registered Agent

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