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FILED

98 SEP 21 AM 10:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Telephone  
(941) 566-3600

Facsimile  
(941) 566-3977

EFFECTIVE DATE

9-16-98

September 17, 1998

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

700002644967--1  
-09/21/98--01114--009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Gulfshore PEO Solutions, Inc.

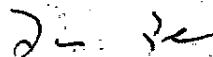
Dear Sir:

We enclose herewith for filing the original and one copy of the Articles of Incorporation for the above named corporation, together with a check to your order in the amount of \$122.50.

Please return a certified copy of the Articles to the undersigned when they have been filed.

Thank you for your attention to this matter.

Sincerely,

  
Daniel D. Peck

DDP:jfm

Encs.

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P Hall

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ARTICLES OF INCORPORATION  
OF  
GULFSHORE PEO SOLUTIONS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME AND ADDRESS

EFFECTIVE DATE

9-16-98

The name of this corporation is GULFSHORE PEO SOLUTIONS, INC. and its principal address is 4100 Goodlette Road North, Suite 100, Naples, Florida 34103..

ARTICLE II  
DURATION

This corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation is organized to engage in the business of acting as limited partner of ASI Partners, Ltd. which in turn will own stock in Agency Solutions International, Inc. and to provide an exclusive Professional Employer Organization solution for clients of Gulfshore Insurance, Inc. to enter into management and customer licensing agreements with Gulfshore Insurance, Inc. and to provide services enabling small businesses to outsource human resource and related employee benefit functions, and for all other purposes allowed a Florida corporation.

#### ARTICLE IV

##### CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4100 Goodlette Road North, Suite 100, Naples, Florida 34103, and the name of the initial registered agent of this corporation at that address is Bradley A. Havemeier.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

This corporation shall have 6 directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three. The names and addresses of the initial directors of this corporation are: John N. Macinnes, 140 Mahogany Drive, Naples, FL 34108; Bradley A. Havemeier, 2212 Majestic Court N, Naples, FL 34110; Ward A. Posey, 27110 Flossmoor Drive, Bonita Springs, FL 34135; Chris L. Wieland, 788 Hull Court, Marco Island, FL 34145, Martha P. Griffith, 2170 10th Avenue NE, Naples, FL 34120 and Anatol V. Mihailoff, 610 17th Avenue South, Naples, FL 34102.

## ARTICLE VII

### INCORPORATOR

The name and address of the person signing these Articles is: Bradley A. Havemeier, 2212 Majestic Court N, Naples, FL 34110.

## ARTICLE VIII

### BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

## ARTICLE IX

### SHAREHOLDER QUORUM

Fifty-one percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

## ARTICLE X

### APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

## ARTICLE XI

### NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for a criminal act, gross negligence or willful misconduct.

An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

ARTICLE XIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them by a two-thirds vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 16th day of September, 1998.

 L.S.  
BRADLEY A. HAVEMEIER, Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above appeared BRADLEY A. HAVEMEIER, personally known to me to be the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 16th day of September, 1998.

Daniel D. Peck  
Notary Public  
Daniel D. Peck  
My Commission Expires:



I, BRADLEY A. HAVEMEIER agree to serve as resident agent and accept service for GULFSHORE PEO SOLUTIONS, INC., at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 16th day of September, 1998.

  
BRADLEY A. HAVEMEIER

gulfsahre

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA