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THE GLOBAL COMPANIES

Employee Leasing & Administration

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 PM 12:04

November 10, 1998

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-11/12/98--01073--001
****210.00 *****70.00

RE: ~~Global Employee Management, Inc.~~
Global Employee Resources, Inc.
Associated Human Resource Corp.

Dear Department of State:

Please find enclosed the Articles of Incorporation with reference to the above corporations, in duplicate, together with a check in the amount of \$210.00 to cover the filing fees.

Please file the originals and return to me copies of the same. Thank you.

Sincerely,

Terrar NOV 12 1998
Corpo

TPM/CLM

6950 Central Avenue, Suite 170
St. Petersburg, Florida 33707
813-345-0330 • Fax 813-345-6309
Toll Free 888-345-0330
BPR License #GL0044

D. BROWN NOV 16 1998

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ARTICLES OF INCORPORATION
OF
GLOBAL EMPLOYEE MANAGEMENT, INC.

ARTICLE I

Name

1.1 The name of the corporation is Global Employee Management, Inc.

ARTICLE II

Duration

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

3.1 This corporation is organized to conduct any and all lawful business.

ARTICLE IV

Capital Stock

4.1 This corporation is authorized to issue one thousand (1,000) shares, all of a single class of common stock, at one dollar (\$1.00) par value.

ARTICLE V

Preemptive Rights

5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent

6.1 The street address of the initial principal and registered office of this corporation is 7116 Gulf Blvd., Suite E, St. Pete Beach, FL 33706, and the name of the initial registered agent of this corporation is Terrance P. McNamara, Esq.

ARTICLE VII

Initial Board of Directors

7.1 This corporation shall have one (1) director initially.

7.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

7.3 The name and address of the initial director of this corporation is:

Laurie H. McNamara
6950 Central Avenue, Suite 170
St. Petersburg, FL 33707

ARTICLE VIII

Incorporators

8.1 The name and address of the person signing these Articles is:

Laurie H. McNamara
6950 Central Avenue, Suite 170
St. Petersburg, FL 33707

ARTICLE IX

Indemnification

9.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X

Amendment

10.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation on this 10 day of
November, 1998.

Laurie H. McNamara
Laurie H. McNamara,
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared
Laurie H. McNamara, well known to me to be the person described
above, and she acknowledged to me that he executed the same for the
purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 10th day
of November, 1998.

Cynthia A. Gilbert
NOTARY PUBLIC

My Commission Expires:



CYNTHIA A. GILBERT
MY COMMISSION # GC441561 EXPIRES
March 11, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 PM 12:04

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for Global Employee Management, Inc. at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.



Terrance P. McNamara, Esq.

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared Terrance P. McNamara, Esq. and he acknowledged that he executed the foregoing Consent of Registered Agent for the purposes therein expressed on behalf of the corporation.

SWORN TO AND SUBSCRIBED before me this 10th day
of November, 1998.


NOTARY PUBLIC

My Comm. Expires:



CYNTHIA A. GILBERT
MY COMMISSION # CC441561 EXPIRE
March 11, 1999
BONDED THRU TROY FAIR INSURANCE, INC.