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THE GLOBAL COMPANIES

Employee Leasing & Administration

DIVISION OF CORPORATIONS

98 NOV 12 PM 12: 25

November 10, 1998

Department of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399 400002685894--0 -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,

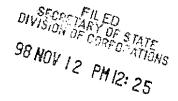
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6950 Central Avenue, Suite 170 St. Petersburg, Florida 33707 813-345-0330 • Fax 813-345-6309 Toll Free 888-345-0330 BPR License #GL0044



ARTICLES OF INCORPORATION

OF

GLOBAL EMPLOYEE RESOURCES, INC.

ARTICLE I

Name

1.1 The name of the corporation is Global Employee Resources, 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. Petersbirg, FL 33707

ARTICLE VIII

<u>Incorporators</u>

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	WITN	ESS WI	ŒR	EOF,	the	und	ersi	gned	subscri	ber 1	has
executed	these	Articles	of	Incor	porat	tion	on	this	<u> 16 </u>	day	of
	No	rembe	<u>へ</u> ,	1998.		-	_		-	-	

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 // day of 70000 fee. 1998.

My Commission Expires:

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



CONSENT OF REGISTERED AGENT

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

Terrance P. McNamara, Esq.

Ten. Mr

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 // day of Movenbu, 1998.

Cyther a Hilbert NOTARY PUBLIC

My Comm. Expires:
CYNTHIA A. GILBERT
MY COMMISSION # CC441561 EXPIRES
March 11, 1999
BONDED THRU TROY FAIN INSURANCE, INC.