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ATTORNEYS AT LAW

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December 23, 1998

TAXATION
CORPORATION & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION

(813) 251-8659
FAX (813) 254-6153

Via Federal Express

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

900002723409--E
-12/28/98--01086--003
****131.25 ****87.50

Re: Articles of Incorporation
PersoNet Employment Resources II, Inc.

Dear Sir/Madam:

Enclosed herewith is an original and one copy of the Articles of Incorporation for the above captioned corporation and our check in the amount of \$131.25 to cover the cost of the Certificate of Good Standing (\$8.75) requested below and the following:

Filing Fee	\$ 35.00
Certified Copy Fee	52.50
Resident Agent Fee	35.00
	<u>\$122.50</u>

FILED
98 DEC 28 AM 11:20
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
JAN 1 1999

A review of your records will indicate that there is a corporation currently in existence by the name of "PersoNet Employment Resources, Inc. This corporation is wholly owned by Robert V. Riley who is also the individual who will be the sole shareholder, officer and director of the corporation represented by the enclosed Articles. Therefore, there is no name conflict.

In addition to date stamping the enclosed copy and returning it to our office, we would appreciate if you would provide our office with a Certificate of Good Standing for the corporation after the Articles have been filed.

Should you have any questions, please do not hesitate to contact our office.

Sincerely,
Randell Miller
Randell Miller

RM/bja
Enclosures
cc: Robert V. Riley (w/o encl.)
Michael Harvey (w/o encl.)

RM
12/30

ARTICLES OF INCORPORATION
OF
PERSONET EMPLOYMENT RESOURCES II, INC.

98 DEC 28 AM 10:39
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, Randell M. Miller, hereby makes subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purposes of forming a Corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name

The name of this Corporation shall be: **PERSONET EMPLOYMENT RESOURCES II, INC.**

ARTICLE II
Duration and Existence

EFFECTIVE DATE
JAN 1 1999

The existence of this Corporation shall begin upon January 1, 1999, and thereafter, the existence of this Corporation shall be perpetual.

ARTICLE III
Capital Stock

The total number of shares of capital stock authorized to be issued by the Corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock then issued shall be paid for and shall be non-assessable. The Corporation elects to have preemptive rights pursuant to Article 607.0630 of the Florida Statutes.

ARTICLE IV
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 315 South Hyde Park Avenue, Tampa, Florida 33606, and the name of the initial registered agent of this Corporation at that address is Randell M. Miller.

ARTICLE V
Purposes, Business or Objects

The general nature of business to be transacted by this Corporation, or the objects or purposes of the Corporation, shall be as follows:

- (a) To engage in the business of providing employee leasing.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833 of the Florida Statutes.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and to incur liabilities, borrow money at such rates of interest as the corporation may determine, to issue its notes, bonds and other obligations, and to secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned, invested or reinvested.
- (j) To conduct its business, carry on its operations and have offices and exercise the powers conferred by the laws of the State of Florida within or without the State of Florida.
- (k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- (l) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational or religious purposes.

(n) To transact any lawful business which the Board of Directors shall find to be in aid of governmental policy.

(o) To pay pensions and establish Pension Plans, Profit Sharing Plans, Stock Bonus Plans, Stock Option Plans and other incentive plans for any or all of its Directors, Officers and Employees and for any and all of its Directors, Officers and Employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other lawful enterprise.

(q) To have and to exercise all powers necessary or convenient to effect its purposes.

(r) In general, to carry on any other business in connection with the foregoing and to have and to exercise all powers conferred by the laws of the State of Florida, and any amendments thereto and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE VI
Principal Office

The principal office of this Corporation shall be located at 8140 Silvermist Place, New Port Richey, Florida 34655, but the Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient from time to time.

ARTICLE VII
Board of Directors

There shall be a Board of Directors for this Corporation which shall consist of not less than one (1) and not more than fifteen (15) members, the exact number of the same to be fixed by the Stockholders or by the Corporate Bylaws. Each of the said Directors shall be of full age. A quorum for the transaction of business shall be as determined by the Directors from time to time and as provided for in the Bylaws of this Corporation. Subject to the Bylaws of this Corporation, meetings of the Directors may be held within or without the State of Florida. Directors need not be Stockholders. The Stockholders of this Corporation may remove any Director from office at any time with or without cause.

ARTICLE VIII
First Board of Directors

The name and street address of the members of the first Board of

Directors of this Corporation, who, subject to these Articles of Incorporation, the Bylaws of this Corporation and the laws of the State of Florida, shall hold office, for the first year of the existence of this Corporation, or until an election is held by the Stockholders for the election of permanent Directors, or until their successors have been duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Robert V. Riley	8140 Silvermist Place New Port Richey, Florida 34655

ARTICLE IX
Subscriber

The name and address of the subscriber to these Articles of Incorporation is: Randell M. Miller, 315 South Hyde Park Avenue, Tampa, Florida 33606.

ARTICLE X
Transactions With Corporations

No contract or other transaction between this Corporation and any other corporation, and no other contract or transaction of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in any other corporation, or are Directors or Officers of any other corporations. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any Director of this Corporation who is also a Director or Officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such Officer or Director of such other corporation or member of such other firm, or not so interested.

ARTICLE XI
Bylaws

(a) The power to adopt the Bylaws of this Corporation, to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any Bylaws or any amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the Stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by a vote of the Stockholders. No bylaw which has been altered, amended or adopted by such vote of the Stockholders may be altered, amended or repealed by vote of the Directors until two (2) years shall have expired since such action by vote of such Stockholders.

(b) The Bylaws of this Corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of this State of Florida or of the United States.

ARTICLE XII
Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon the Stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation the uses and purposes therein stated.


Randell M. Miller

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 23rd day of December, 1998 by Randell M. Miller, who is personally known to me and who did not take an oath.




Notary Public (Signature)

BARBARA J. ALLENDER
Notary Public (Printed Name)

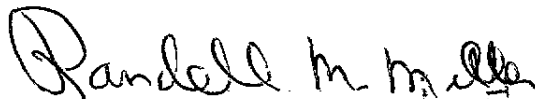
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
PERSONET EMPLOYMENT RESOURCES II, INC.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First, that PERSONET EMPLOYMENT RESOURCES II, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at New Port Richey, Florida, County of Pasco, has named Randell M. Miller, located at 315 South Hyde Park Avenue, Tampa, Florida, as its Resident Agent to accept service of process within this State.

ACKNOWLEDGMENT

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



Randell M. Miller
Resident Agent

FILED
98 DEC 28 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA