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February 23, 1999

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

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-02/26/99-01051-010
*****122.50 *****78.75

Re: Prescriptive H.Rx. Solutions, Inc.

Dear Madam:

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 representing the filing fee.

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

Thank you for your attention to this matter.

Sincerely,


Daniel D. Peck

DDP:jfm

Encs.

cc: Mr. Arthur H. Shad

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FILED
99 FEB 26 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 3 1999

ARTICLES OF INCORPORATION
OF
PRESCRIPTIVE H.Rx. SOLUTIONS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME AND ADDRESS

The name of this corporation is PRESCRIPTIVE H.Rx. SOLUTIONS, INC.
and its principal address is 1597 Weybridge Circle, Naples, Florida 34110.

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 assessing human
resource departments for corporations, developing and implementing human resource
processes and providing employment agency services, 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 1597 Weybridge Circle, Naples, Florida 34110, and the name of the initial registered agent of this corporation at that address is ARTHUR H. SHAD.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one director 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 one. The name and address of the initial director of this corporation is: ARTHUR H. SHAD, 1597 Weybridge Circle, Naples, Florida 34110.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is: ARTHUR H. SHAD, 1597 Weybridge Circle, Naples, Florida 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 this 23rd day of February, 1999.



ARTHUR H. SHAD, Incorporator

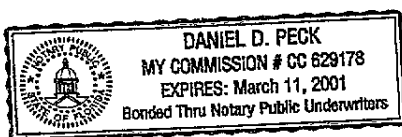
L.S.

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, appeared ARTHUR H. SHAD, 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.

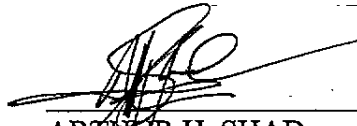
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 23 day of February, 1999.

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



I, ARTHUR H. SHAD, agree to serve as resident agent and accept service for
PRESCRIPTIVE H.Rx. 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 23rd day of February, 1999.


ARTHUR H. SHAD

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA