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LAW OFFICES OF
DEAN HANEWINCKEL, P.A.

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April 9, 1999

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*****78.75 *****78.75

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Advantage Employer Services III, Inc.

Ladies/Gentlemen:

With regard to the above, enclosed please find original and copy of Articles of Incorporation, together with Certificate Designating Registered Agent, and our client's check in the amount of \$78.75, representing the following:

Filing fee	\$35.00
Certificate Designating Registered Agent	\$35.00
Certified Copy	\$ 8.75

We request that the Articles be filed and the enclosed copy be certified and returned to the undersigned. Thank you for your prompt attention to this request.

Sincerely,



Dean Hanewinckel

DH:rf

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 12 AM 11:29
A. Purinton APR 14 1999
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105

ARTICLES OF INCORPORATION
OF
ADVANTAGE EMPLOYER SERVICES III, INC.

FILED
SECRETARY OF CORPORATIONS
99 APR 12 AM 11:29

I, the undersigned, being of full age, do hereby subscribe for the purposes of forming and organizing a corporation for profit under the Corporation Laws of the State of Florida, and hereby adopt and declare the following Articles of Incorporation covering the existence and organization of this corporation:

ARTICLE I

The name of the corporation shall be Advantage Employer Services III, Inc.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

The maximum number of shares of stock authorized to be issued by this corporation shall be limited to one thousand (1,000) shares of common stock of the par value of \$1.00 per share, and each share of common stock shall entitle the holder thereof to one vote at any stockholders' meeting and said common stock shall otherwise fully participate in all stockholders' meetings and in the assets of the corporation, and shall be fully paid and non-assessable. Said shares shall be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the corporation or its Board of Directors.

Subject to the provisions of the Corporation Laws of the State of Florida, the directors may enter into contracts with the holders of the common stock of the corporation for the purchase of any number of shares of such common stock held by such stockholders on such terms and conditions as may be agreed upon, provided that no such purchase or redemption of such common stock shall be made in any manner that will reduce the aggregate amount of the assets of the corporation, at a fair and just valuation, below an amount sufficient to equal the value of all remaining outstanding stock of the corporation plus all other liabilities of the corporation, and provided further that no such purchase of shares shall operate as a reduction of the number of shares which this corporation is authorized to have outstanding, and that all shares of stock so purchased shall be held in the treasury of the corporation subject to reissue for a sufficient consideration on the order of the Board of Directors.

ARTICLE IV

This corporation shall commence corporate existence on the date of this filing of these Articles with the Department of State and thereafter have perpetual existence, unless sooner dissolved by law.

ARTICLE V

The street address and mailing address of the corporation is 1201 S. McCall Road, Englewood, Florida 34223, the name of the initial registered agent is Terry L. Shippy and the street address of the initial registered office of the corporation is 1201 S. McCall Road, Englewood, Florida 34223.

ARTICLE VI

This corporation shall have three directors initially. The number of directors may be either

increased or diminished from time to time by the Bylaws. The names and addresses of the initial directors of this corporation are:

Terry L. Shippy, 975 Gillespie Street, Englewood, Florida 34223
Thomas M. Dignam, 1201 S. McCall Road, Englewood, Florida 34223
Karen R. Richards, 13074 Via Flavia, Placida, Florida 33946

ARTICLE VII

The name and post office address of the incorporator signing these articles are: Terry L. Shippy, 1201 S. McCall Road, Englewood, Florida 34223.

ARTICLE VIII

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than seventy-five persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31st day of March, 1999.

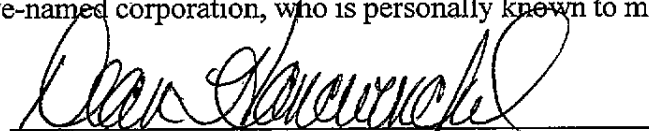


TERRY L. SHIPPY

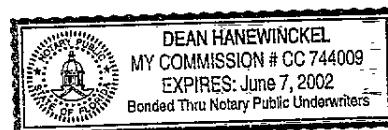
STATE OF FLORIDA

COUNTY OF CHARLOTTE

The foregoing instrument was subscribed before me this 31st day of March, 1999, by TERRY L. SHIPPY, the initial subscriber of the above-named corporation, who is personally known to me.



Notary Public



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 12 AM 11:29

To: The Department of State
Tallahassee, Florida 32314

CERTIFICATE DESIGNATING REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the position of registered agent.

Dated: March 31, 1999.



Terry L. Shippy, Registered Agent