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GENERAL  
BUSINESS  
SERVICES®

Coco Plum Plaza, Suite 8 • 2845 North Military Trail  
West Palm Beach, Florida 33409  
(561) 471-8899 • FAX (561) 471-8878

MICHAEL J. FAIRCLOUGH, FCA, EA

September 8, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

**EFFECTIVE DATE**  
9-8-99

400002984634--8  
-09/13/99--01038--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: Advance Job, Inc.**

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation, and the certificate designating resident agent with reference to the above captioned Corporation.

Also enclosed is a check made payable to the order of the Secretary of State in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 8.75
Resident Agent Fee	<u>\$ 35.00</u>
Total	<u>\$ 78.75</u>

Please process this Corporation and return a certified copy of the Articles of Incorporation at your earliest convenience.

Thanking you in advance for your cooperation and attention in this matter.

Very truly yours,

*M. J. Fairclough*

Michael J. Fairclough, FCA, EA

FILED  
1999 SEP 13 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Michael J. Fairclough, Registered  
Representative of:

**HD VEST**  
FINANCIAL SERVICES

Securities offered through H.D. Vest Investment Securities, Inc., Member: SIPC, NASD  
6333 North State Highway 161, Fourth Floor - Irving, Texas 75038 - (972) 870-6000

*09/12/99*  
**SIPC**

**NASD**  
NATIONAL ASSOCIATION OF  
SECURITIES DEALERS, INC.

1. EFFECTIVE DATE  
9-8-99

FILED

1999 SEP 13 AM 8:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, as a proper person acting as the incorporator of a corporation under the laws of the state of FLORIDA, adopts the following articles of incorporation:

**FIRST** The name of the corporation is:  
Advance Job, Inc.

**SECOND** The Corporation shall have perpetual existence.

**THIRD** The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**FOURTH** The aggregate number of authorized shares is: One thousand (1,000) Shares. Such shares shall be of single class (Common Stock), and shall have a par value of One Dollar (\$1.00) per share.

**FIFTH** The Corporate existence shall begin effective September 8, 1999

**SIXTH** Cumulative voting of shares of stock is authorized.

**SEVENTH** The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**EIGHTH** Each stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligations that the Corporation may issue or sell which are convertible into or exchangeable for any stock of the Corporation of any class or classes or to which is pertinent any

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warrant or warrants or other investment or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

3. In the event of any shareholder wishing to sell his/her interests in the corporation for whatever reason (departing shareholder), such shareholder must first offer said interest to the other shareholder (purchasing shareholder). If the purchasing shareholder wishes to purchase such interest then he must provide the departing shareholder with a check for the value of his interest in the corporation, (Purchase Price, as herein defined) within 30 days of the offer.

4. It is understood by the parties that both shareholders are also employees of the corporation. If either shareholder should be unable or unwilling to continue as an employee of the corporation, (departing shareholder) for any reason, for a period of more than two months, then the purchasing shareholder shall have the right to purchase and the departing shareholder shall be obligated to sell the departing shareholder's interest in the Corporation at the Purchase Price (hereafter defined).

5. In the absence of any other agreement between the shareholders to the contrary, the Purchase Price of the Corporation for the purpose of this agreement shall be Fifty Percent (50%) of the gross sales as shown by the previous years corporate tax return.

6. If for any reason, the purchasing shareholder can not or does not wish to purchase the departing shareholder's interest in the corporation or if the parties can not agree as to the value of any of the assets of the corporation in arriving at the Purchase Price of the corporation, then the corporation will be dissolved and the proceeds shall be split between the shareholders.

**NINTH** Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

**TENTH** Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the Articles or By-Laws of the Corporation. The Shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the Articles or By-Laws.

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**ELEVENTH** Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

**TWELFTH** These Articles of Incorporation may be amended only by written consent of all the shareholders.

**THIRTEENTH** The address of the initial registered office of the corporation is 2845 N. Military Trail, Suite 8, West Palm Beach, FL 33409 and the name of its initial registered agent at such address is: Michael J. Fairclough.

**FOURTEENTH** Address of the principal place of business is 8233-16 Gator Lane, West Palm Beach, FL 33411.

**FIFTEENTH** The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the initial directors until the first annual meeting of shareholders or until their successor is elected and shall qualify is:

Name	Address
<u>Jay Kaplan</u>	<u>13009 Odessa Trail</u> <u>West Palm Beach, FL 33414</u>
<u>Stephen Wagh</u>	<u>199 N. Lakeside Drive</u> <u>Hypoluxo, FL 33462</u>

**SIXTEENTH** The name and address of the incorporator is:

Name	Address
<u>Michael J. Fairclough</u>	<u>2845 N. Military Trail, #8,</u> <u>West Palm Beach, FL 33409</u>

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SEVENTEENTH I hereby execute these Articles of Incorporation for the purposes therein expressed this 8<sup>th</sup> day of September, 1999.

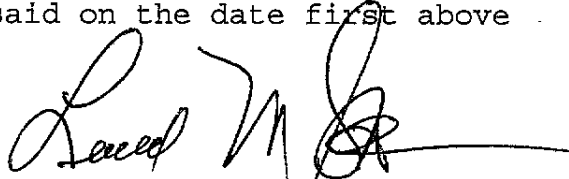
M. J. Fairclough  
Michael J. Fairclough

State of Florida

County of Palm Beach

I HEREBY CERTIFY that on this 8 day of Sept. 1999, Michael Fairclough personally appeared before me and he acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid on the date first above written.

  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

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

FIRST: That Advance Job, Inc. desiring to organize under the  
laws of the State of Florida with its principal office as  
indicated in the Articles of Incorporation in the City of West  
Palm Beach, Palm Beach County in the State of Florida, has named  
Michael J. Fairclough located at 2845 N. Military Trail, Suite 8,  
West Palm Beach, Florida, as its Agent to accept service of  
process for the Corporation within this state.

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

M. J. Fairclough  
Michael J. Fairclough FCA EA

FILED

1999 SEP 13 AM 8 52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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