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05/16/97

RESOURCE OPTIONS, INC.

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9716877
EFFECTIVE DATE: 05/16/1997
COUNTY : WHITFIELD
REFERENCE : 0045
PRINT DATE : 05/16/1997
FORM NUMBER : 311

RON RALSTON
P. O. BOX 1566
DALTON, GA 30722

CERTIFICATE OF INCORPORATION

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**RESOURCE OPTIONS, INC.
A DOMESTIC PROFIT CORPORATION**

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey

Lewis A. Massey
Secretary of State

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ARTICLES OF INCORPORATION

OF

RESOURCE OPTIONS, INC.

1.

The name of the corporation is RESOURCE OPTIONS, INC.

2.

The corporation shall have perpetual duration.

3.

The corporation is a corporation for profit and is organized for the following general purposes:

(a) Payroll processing and employee leasing.

(b) To engage in any lawful business or activity for which corporations may be organized under the Georgia Business Corporation Code.

4.

The corporation shall have all the powers and shall enjoy all the rights, privileges and immunities as provided in the Georgia Business Corporation Code, or any amendment thereto.

5.

The corporation shall be authorized to issue its common stock in accordance with the provisions of Section 1244 of the Internal Revenue Code of 1986, as amended, pursuant to such prior plans as it may from time to time adopt, and the Board of Directors of the corporation shall be authorized to adopt the initial plan for issuance of such common stock at its first organizational meeting.

6.

The maximum number of shares of capital stock that the corporation shall be authorized to have outstanding at any time shall be one million (1,000,000) shares of common stock of the par value of \$1.00 per share; and the corporation shall not begin business until it has received consideration of a fixed value, which shall not be less than \$1,000.00 for the issuance of its shares of common stock.

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7.

None of the holders of shares of common stock of the Corporation shall be entitled as a matter of right to purchase, subscribe for or otherwise acquire any new or additional shares of capital stock of the Corporation of any class, or any options or warrants to purchase, subscribe for or otherwise acquire any such new share or additional shares, evidences of indebtedness, or other securities convertible to carry options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares.

8.

The Board of Directors of the Corporation may authorize the issuance of bonds, debentures, and other evidences of indebtedness of the Corporation and may fix all the terms thereof, including, without limitation, the convertibility thereof into shares of stock of the Corporation of any class or any series of the same class.

9.

The initial registered office street address is:

415 E. WALNUT AVENUE
DALTON, GEORGIA 30721

The initial registered agent of the Corporation at said addresses shall be:

RONALD G. RALSTON

The principal office mailing address is:

P.O. BOX 1566
DALTON, GEORGIA 30722-1566

10.

The initial Board of Directors of the Corporations shall consist of one (1) member, whose name and address is as follows:

RONALD G. RALSTON
2611 LOVEBRIDGE RD. SE
FAIRMOUNT, GA 30139

11.

The name and address of the incorporator of the Corporation is:

RON RALSTON
P.O. BOX 1566
DALTON, GA 30722-1566

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12.

The corporation shall have the power, acting by its Board of Directors, to make distributions to its shareholders out of its capital surplus and to purchase its own shares out of its reserved and unrestricted capital surplus available thereafter.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 15th day of May, 1997.

Arnold Ralston

Name of Incorporator or authorized Director Officer

SECRETARY OF STATE
MAY 16 3 10 PM '97
BSR (1)



BUSINESS INFORMATION AND SERVICES
 Suite 315, West Tower
 2 Martin Luther King Jr. Drive
 Atlanta, Georgia 30334-1530
 (404) 656-2817

Secretary of State
 State of Georgia

**TRANSMITTAL INFORMATION FOR GEORGIA
 PROFIT OR NONPROFIT CORPORATIONS**

J. K. JACKSON
 Director

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

| | | | | | |
|----------------------------|------------------|--------------------|----------------|-----------------|----------------|
| DOCKET # | <u>911360712</u> | PENDING CONTROL # | <u>P182663</u> | CONTROL # | <u>9116877</u> |
| Docket Code | <u>311</u> | Corporation Type | <u>DP</u> | | |
| Date Filed | <u>5-16-97</u> | Amount Received \$ | <u>160.00</u> | Check/Receipt # | <u>150</u> |
| Jurisdiction (County) Code | <u>155</u> | | | | |
| Examiner | <u>45</u> | Date Completed | | | |

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.
 INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

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|----|--|---------------------|
| 1. | <u>911330174</u> | |
| | Corporate Name Reservation Number | |
| | <u>RESOURCE OPTIONS, INC.</u> | |
| | Corporate Name (exactly as appears on name reservation) | |
| 2. | <u>RON RALSTON</u> | <u>706-278-1221</u> |
| | Applicant/Attorney | Telephone Number |
| | <u>P.O. BOX 1566</u> | |
| | Address | |
| | <u>DALTON</u> | <u>GEORGIA</u> |
| | City | State |
| | | <u>30722-1566</u> |
| | | Zip Code |
| 3. | <p>NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)</p> <ol style="list-style-type: none"> 1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM) 2. ORIGINAL ARTICLES OF INCORPORATION 3. ONE COPY OF ARTICLES OF INCORPORATION <p>I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or a Notice of Intent to Incorporate with a publishing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law.</p> | |
| | <u>Ronald Ralston</u> | <u>5-15-97</u> |
| | Authorized Signature | Date |