

This Instrument Prepared by:
Russell L. Irby, III
Johnston Barton Proctor & Powell LLP
2900 AmSouth/Harbert Plaza
1901 Sixth Avenue North
Birmingham, AL 35203-2618

Inst # 2002-05996

02/04/2002-05996
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SHELBY COUNTY JUDGE OF PROBATE
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ARTICLES OF INCORPORATION
OF
THE HUMAN RESOURCE ADVANTAGE, INC.

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, Russell L. Irby, III, acting as incorporator of a business corporation under the laws of Alabama, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be: The Human Resource Advantage, Inc.

ARTICLE II

OBJECTS AND PURPOSES

The objects and purposes for which the corporation is organized are:

1. To engage in human resources and consulting services and all services ancillary or related thereto.
2. To transact any and all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, as such Act may be amended from time to time.

3. To have and to exercise all powers necessary or convenient to effect the above purposes.

The foregoing paragraphs of this Article II, and each phrase thereof, shall be construed, in their broadest sense, as purposes and powers of the corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance.

ARTICLE III

LOCATION OF INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of the corporation in the State of Alabama shall be 1808 Man-O-War Drive, Helena, Alabama 35080, and the corporation's initial registered agent at such address shall be Richard Walter Lawley.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares of capital stock that the corporation shall be authorized to issue and have outstanding shall be 1,000 shares of common stock, all of the same class, of the par value of \$.01 per share.

ARTICLE V

BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1) and the name and address of the person who is to serve as the director until the first annual meeting of the shareholders or until his successor or successors are elected and qualified are as follows:

Richard Walter Lawley	1808 Man-O-War Drive
	Helena, Alabama 35080

ARTICLE VI

STOCK PURCHASES

The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the corporation available therefor.

ARTICLE VII

LIABILITY OF DIRECTORS

A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its shareholders; (iii) a violation of Section 10-2B-8.33 of the Code of Alabama of 1975 or any successor provision to such section;

(iv) an intentional violation by such director of criminal law; or (v) a breach of such director's duty of loyalty to the Corporation or its shareholders. If the Alabama Business Corporation Act, or any successor statute thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Alabama Business Corporation Act, as amended, or any successor statute thereto. The limitation on liability of directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising out of acts or omissions occurring prior to the adoption of this Article VII. Any repeal or modification of this Article VII by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time such repeal or modification.

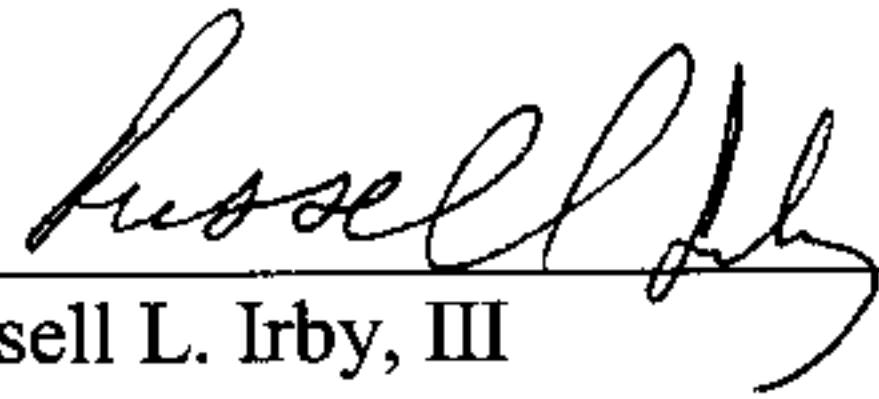
ARTICLE VIII

INCORPORATOR

The name and address of the incorporator are as follows:

Russell L. Irby, III
JOHNSTON BARTON
PROCTOR & POWELL LLP
2900 AmSouth/Harbert Plaza
1901 Sixth Avenue North
Birmingham, Alabama 35203-2618

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation on this 4th day of February, 2002.



Russell L. Irby, III

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

The Human Resource Advantage, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Kimi L Harrison, 1901 Sixth Ave North, Birmingham, AL 35203-2618 for a period of one hundred twenty days beginning January 18, 2002 and expiring May 19, 2002.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

January 18, 2002

Date

A handwritten signature in cursive script that reads 'Jim Bennett'.

Jim Bennett

Secretary of State

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