



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
10/21/2002	200229102678	DOMESTIC ARTICLES/FOR PROFIT (ARF)	125.00	.00	.00	.00	.00

Receipt

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LYDY & MOAN LTD
4930 HOLLAND-SYLVANIA ROAD
SYLVANIA, OH 43560

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1346922

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

IXL STAFFING SERVICES, INC.

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC ARTICLES/FOR PROFIT

Document No(s):

200229102678



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 18th day of October, A.D.
2002.

J. Kenneth Blackwell
Ohio Secretary of State

ARTICLES OF INCORPORATION
OF
IXL STAFFING SERVICES, INC.

The undersigned, a citizen of the United States, desiring to form a corporation for profit, under the General Corporation Act of Ohio, does hereby certify:

FIRST: The name of said corporation shall be IXL Staffing Services, Inc.

SECOND: The place in the State of Ohio where its principal office is to be located is 104 N. Summit Street in the City of Toledo, Lucas County, Ohio.

THIRD: The purpose for which it is formed is: To engage in any lawful activity for which corporations may be formed under Sections 1701.01 to 1701.98 inclusive, of the Ohio Revised Code.

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is One Thousand (1000) shares, all of which shall be common shares without par value.

Shares without par value may be issued pursuant to subscriptions taken by the Incorporator for such amounts of consideration as may be specified by the Incorporator, and, after organization, shares without par value now or hereafter authorized may be issued or agreed to be issued from time to time for such amount or amounts of consideration as may be fixed from time to time by the Board of Directors. The Board of Directors in its discretion may fix different amounts and/or kinds of consideration for the issuance of shares without par value, whether issued at the same or different times, and may determine that only a part or proportion of the amount or amounts of consideration which shall be received by the corporation shall be stated capital. Any and all shares without par value so issued, the consideration for which, as fixed by the Incorporator or by the Board of Directors, has been paid or delivered, shall be fully paid and non-assessable.

FIFTH: The Board of Directors is hereby authorized to fix and determine and to vary the amount of working capital of the corporation, to determine whether any, and if any, part of its surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to shareholders, and without action by the shareholders, to use and apply such surplus, or any part thereof, at any time or from time to time, in the purchase or acquisition of shares of any class, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of

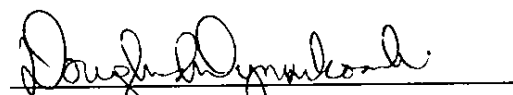
indebtedness of the corporation or other securities of the corporation, to such extent or amount and in such manner and upon such terms as the Board of Directors shall deem expedient.

SIXTH: Notwithstanding any provision of the Ohio Revised Code, now or hereafter in force, requiring for any purpose the vote or consent of the holders of shares entitling them to exercise two-thirds or any other proportion of the voting power of the corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by statutes, may be taken by the vote or consent of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes.

SEVENTH: Every statute of the State of Ohio hereafter enacted, whereby the rights or privileges of shareholders of a corporation organized under the General Corporation Act of said State are increased, diminished, or in any way affected, or whereby effect is given to any action authorized, ratified or approved by less than all the shareholders of any such corporation, shall apply to this corporation and shall be binding upon every shareholder thereof to the same extent as if such statute has been in force at the date of the filing of these Articles of Incorporation.

EIGHTH: A director of this corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent, or otherwise; nor shall any transaction or contract or act of this corporation be void or voidable or in any way affected or invalidated by reason of the fact that any director or any firm of which any director is a member or any corporation of which any director is a shareholder or director is in any way interested in such transaction or contract or act, provided the fact that such director or such firm or such corporation so interested shall be disclosed or shall be known to the board of directors or such members thereof as shall be present at any meeting of the board of directors at which action upon any such contract or transaction or act shall be taken; nor shall any such director be accountable or responsible to the corporation for or in respect to any such transaction or contract or act of this corporation or for any gains or profits realized by him by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder or director is interested in such transaction or contract or act; and any such director may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize or take action in respect to any such contract or transaction or transactions or act, and may vote thereat to authorize, ratify or approve any such contract or transaction or act with like force and effect as if he or any firm of which he is a member or any corporation of which he is a shareholder or director were not interested in such transaction or contract or act.

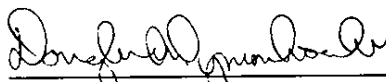
IN WITNESS WHEREOF, I have hereunto set my hand this 11th day of
September, 2002.



Douglas A. Dymarkowski, Incorporator

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the Incorporator of **IXL Staffing Services, Inc.**, hereby appoints Douglas A. Dymarkowski, a natural person and resident of the State of Ohio, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. His complete address is Douglas A. Dymarkowski, 4930 Holland-Sylvania Road, Sylvania, Ohio 43560 Lucas County, Ohio.



Douglas A. Dymarkowski, Incorporator

ACCEPTANCE OF APPOINTMENT

The undersigned, Douglas A. Dymarkowski, named herein as the statutory agent for **IXL Staffing Services, Inc.**, hereby acknowledges and accepts the appointment of statutory agent for said corporation.



Douglas A. Dymarkowski