

F06000005253

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

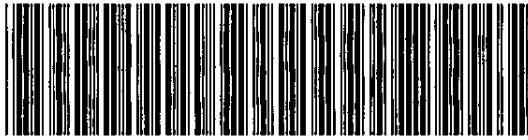
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 OCT 30 PM 1:41

C. Lewis
11-10-14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PAI Group, Inc.
Name of Corporation

DOCUMENT NUMBER: F06000005253

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael Pham
Name of Contact Person

Sage
Firm/Company

6561 Irvine Center Drive
Address

Irvine, CA 92618
City/State and Zip Code

michael.pham@sage.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael Pham at (**949**) **450-3886**
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee & Certificate of Status

\$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)

\$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F06000005253

(Document number of corporation (if known))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 OCT 30 PM 1:41

1. PAI GROUP, INC.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. August 10, 2006

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 16, 2014

5. Sage Payroll Solutions, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

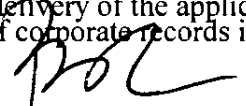
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Brian Tran

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PAI GROUP, INC.", CHANGING ITS NAME FROM "PAI GROUP, INC." TO "SAGE PAYROLL SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF OCTOBER, A.D. 2014, AT 4:58 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3888915 8100

141302272

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1787620

DATE: 10-16-14

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:58 PM 10/16/2014
FILED 04:58 PM 10/16/2014
SRV 141302272 - 3888915 FILE

CERTIFICATE OF AMENDMENT
TO THE
THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
PAI GROUP, INC.

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

PAI Group, Inc., a Delaware corporation (hereinafter called the
"Corporation"), does hereby certify as follows:

FIRST: Article FIRST of the Corporation's Third Amended and Restated
Certificate of Incorporation is hereby amended to read in its entirety as set forth below:

FIRST: The name of the corporation is Sage Payroll Solutions, Inc.
(hereinafter the "Corporation").

SECOND: The foregoing amendment was duly adopted in accordance
with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to
be duly executed in its corporate name this 16th day of October, 2014.

PAI GROUP, INC.

By: /s/ Marc Scheipe
Name: Marc Scheipe
Title: Authorized Officer