



FLORIDA DEPARTMENT OF STATE
Division of Corporations

2007 JUN 21 P 4:07
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 9, 2007

DENISE HILL
1100 PEACHTREE ST., SUITE 2800
ATLANTA, GA 30309-4530

SUBJECT: CHIPPER CORPORATION
Ref. Number: W07000022345

We have received your document for CHIPPER CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 507A00032412



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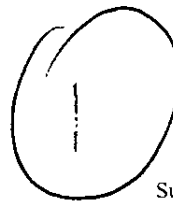
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Wanda Cunningham
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Letter Number: 507A00032412



Attorneys at Law



Suite 2800 1100 Peachtree St.
Atlanta GA 30309-4530
t 404 815 6500 f 404 815 6555
www.KilpatrickStockton.com

May 5, 2007

direct dial 404 685 6783
direct fax 404 541 3433
DHill@KilpatrickStockton.com

EXPEDITED REQUEST (24 Hours) IF AVAILABLE

Re: QUALIFICATION OF CHIPPER CORPORATION

TO WHOM IT MAY CONCERN:

Enclosed for filing are the required documents to qualify **Chipper Corporation**, a Missouri for profit corporation, to transact business in your state. Also enclosed are checks for the required filing fee, and where available, for 24 hour expedited service.

I have provided a self addressed Federal Express envelope for the return of evidence of qualification.

Please contact me at 404-685-6783 if you have any questions or need additional information.

Thank you for your assistance.

Sincerely,

Denise Hill
Corporate Paralegal

Enclosures

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TALLAHASSEE, FLORIDA
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COVER LETTER

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2007 JUN 21 P 4: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: New Filing Section
Division of Corporations

SUBJECT: Chipper Corporation

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Denise Hill, Corporate Paralegal

(Name of Person)

Kilpatrick Stockton

(Firm/Company)

1100 Peachtree Street, Suite 2800

(Address)

Atlanta, Georgia 30309

(City/State and Zip code)

For further information concerning this matter, please call:

Denise Hill

(Name of Person)

at (404) 685-6783

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

\$70.00 Filing Fee

\$78.75 Filing Fee &
Certificate of Status

\$78.75 Filing Fee &
Certified Copy

\$87.50 Filing Fee,
Certificate of Status &
Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Chipper Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Chipper Acquisition Corporation

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

2. Missouri

(State or country under the law of which it is incorporated)

3. 64-0958101

(FEI number, if applicable)

4. 2/14/07

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1550 Peachtree Street, Atlanta, Georgia 30309

(Principal office address)

Same

(Current mailing address)

8. provider of payroll-related and human resources business process outsourcing services

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(City)

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: 

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Kent E. Mast

Address: 1550 Peachtree Street, Atlanta, Georgia 30309

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Kent E. Mast

Address: 1550 Peachtree Street

Atlanta, Georgia 30309

Vice President: _____

Address: _____

Secretary: Kathryn J. Harris

Address: 1550 Peachtree Street, Atlanta, Georgia 30309

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Kent E. Mast, President

(Typed or printed name and capacity of person signing application)

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING

2007 JUN 21 P 4: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

CHIPPER CORPORATION
00796126

was created under the laws of this State on the 14th day of February, 2007, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 1st day of May, 2007

Secretary of State

