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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)617-6383

From: Account Name : INC. PLAN (USA)
Account Number : 120100000017
Phone : (302)428-1200
Fax Number : (302)428-1274

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TALLAHASSEE, FLORIDA

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: cquigley@incplan.net

Foreign Limited Liability Company
EPAYDAY LLC

| | |
|-----------------------|----------|
| Certificate of Status | 1 |
| Certified Copy | 0 |
| Page Count | 01 |
| Estimated Charge | \$130.00 |

D. BRUCE
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EXAMINER

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: EPAYDAY LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Caroline Quigley
Name of Person

Inc. Plan (USA)
Firm/Company

20C Trolley Square
Address

Wilmington, DE 19806
City/State and Zip Code

cquigley@incplan.net
E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

Caroline Quigley at (302) 428-1200
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:
 Division of Corporations
 Registration Section
 P.O. Box 6327
 Tallahassee, FL 32314

STREET ADDRESS:
 Division of Corporations
 Registration Section
 Clifton Building
 2661 Executive Center Circle
 Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
 \$130.00 Filing Fee & Certificate of Status
 \$155.00 Filing Fee & Certified Copy
 \$160.00 Filing Fee, Certificate of Status & Certified Copy

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. EPAYDAY LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 03/08/2010 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 19C Trolley Square
Wilmington, DE 19806
(Street Address of Principal Office)

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8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:
Neil Mcpherson
19C Trolley Square
Wilmington, DE 19806

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Employment and payroll services

Caroline Quigley
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Caroline Quigley
Typed or printed name of signee
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

EPAYDAY LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Marc H. Launer
(Name)

333 Las Olas Way, Suite 2902
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Ft. Lauderdale FL 33301
City/State/Zip

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Marc H. Launer
(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

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Delaware

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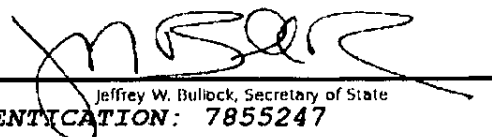
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EPAYDAY LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF MARCH, A.D. 2010.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7855247

DATE: 03-08-10

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