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C. LEDON ANCHORS
W. SCOTT FOSTER**
C. JEFFREY McINNIS
LAWRENCE KEEFE
HARMON O. MASSEY, JR.**

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PLEASE REPLY TO:
Ft. Walton Beach

**ALSO ADMITTED IN ALABAMA
**ALSO ADMITTED IN MISSISSIPPI

P98000093511
October 27, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-11/02/98--01080--003
****122.50 *****78.75

In Re: Automated Payroll Processing, Inc.

Dear Sir,

Please find enclosed the following:

1. Articles of Incorporation of Automated Payroll Processing, Inc.
2. Certificate of Designation of Registered Agent/Registered Office.
3. A check for \$122.50 which is made up as to \$35.00 filing fee, \$35.00 Certificate of Designation fee and \$52.50 for a certified copy of the Articles of Incorporation.

Please file the Articles of Incorporation for the above-referenced corporation and forward to us a certified copy of the Articles.

Sincerely,
ANCHORS, FOSTER, McINNIS & KEEFE, P.A.


C. JEFFREY McINNIS

c.c. Robert Madden

F. CHESSEB NOV 4 1998

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -2 AM 9:37

ARTICLES OF INCORPORATION
OF
AUTOMATED PAYROLL PROCESSING, INC.

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98 NOV -2 AM 9:37

ARTICLE I - NAME

The name of this corporation is **AUTOMATED PAYROLL PROCESSING, INC.**
(hereinafter referred to as the "Corporation").

ARTICLE II - DURATION

The Corporation shall exist perpetually, commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the Corporation is 26-A Racetrack Road, Fort Walton Beach, Florida 32547 and the mailing address is the same. The street address of the initial registered office of the Corporation is 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547 and the initial registered agent of the Corporation at that address is C. Jeffrey McInnis.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of the Corporation are Don A. Madden, Jr., of 26-A Racetrack Road, Fort Walton Beach, Florida 32547; John A. Madden of 26-A Racetrack Road, Fort Walton Beach, Florida 32547 and Robert A. Madden, 26-A Racetrack Road, Fort Walton Beach, Florida 32547.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles are as follows: C. Jeffrey McInnis, 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend, or repeal the by-laws shall be vested in the Board of Directors.

ARTICLE X - SECTION 1244 STOCK

It is the intent of this charter that the Directors may sell the capital stock of the Corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986 as amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 28th day of OCTOBER, 1998.



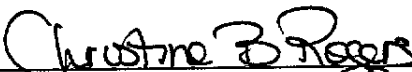
C. JEFFREY MCINNIS

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, the undersigned authority, appeared C. Jeffrey McInnis, who is personally known to me and who acknowledged before me that he is the person who executed the foregoing articles of incorporation and that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of October 1998.

NOTARY PUBLIC:


print CHRISTINE B. ROGERS
State of Florida at Large (Seal)
My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **AUTOMATED PAYROLL PROCESSING INC.**

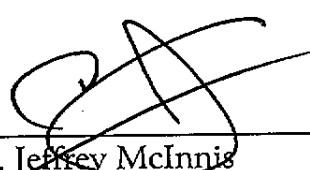
2. The name and address of the registered agent and office is:

C. Jeffrey McInnis, Esq.
909 Mar Walt Drive
Suite 1014
Fort Walton Beach, FL 32547

FILED
SECRETARY OF CORPORATIONS
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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

SIGNATURE: _____


C. Jeffrey McInnis

DATE: October 28, 1998