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March 30, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-03/31/00--01049--002
*****78.75 *****78.75

Re: PayPro Resources, Inc., a Delaware corporation (the "Company")

Ladies and Gentlemen:

F-1841

Please find enclosed the following materials in connection with the Company's application for Certificate of Authority:

1. A check in the amount of \$78.75 (\$70 for registration fee; and \$8.75 for one (1) Certificate of Status);
2. Application by Foreign Corporation for Authorization to Transact Business in Florida (with Attachment A listing Officers and Directors); and
3. Certificate of Good Standing from the Delaware Secretary of State.

Please indicate your receipt of the enclosed materials by stamping and returning to the undersigned the enclosed copy of this letter in the self-addressed stamped envelope provided for your convenience.

If you have any questions or require additional information, please do not hesitate to contact the undersigned at the direct dial number listed above.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Very truly yours,



RYAN M. LOUVAR
FOR

HILL, FARRER & BURRILL LLP

Enclosures

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TALLAHASSEE FLORIDA

**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. PayPro Resources, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 33-0753741
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 14, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2400 East Katella Avenue, Suite 1030
Anaheim, CA 92806
(Current mailing address)
8. Including, but not limited to, operation of a Professional Employer Organization.
(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 or Mail Drop Box **NOT** acceptable)
- Name: C T Corporation System
- Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

CT Corporation System

CT Corporation System
D. J. Paul

(Registered agent's signature)

DAVID I. FARBER

ASSISTANT SECRETARY

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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attachment A hereto.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attachment A hereto.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Peter A. Shelman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Peter A. Shelman, Secretary
(Typed or printed name and capacity of person signing application)

ATTACHMENT A
LIST OF OFFICERS AND DIRECTORS OF
PAYPRO RESOURCES, INC.,
a Delaware corporation

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
Richard A. Franklin	President	2400 East Katella Avenue, Suite 1030 Anaheim, CA 92806
Peter A. Shelman	Secretary/Executive Vice President	2400 East Katella Avenue, Suite 1030 Anaheim, CA 92806
Michael P. Harvey	Chief Operating Officer	2400 East Katella Avenue, Suite 1030 Anaheim, CA 92806
Jay M. Dye III	Executive Vice President	2400 East Katella Avenue, Suite 1030 Anaheim, CA 92806
Stephen W. Nettekoven	Chief Financial Officer	2400 East Katella Avenue, Suite 1030 Anaheim, CA 92806

DIRECTORS

<u>Name</u>	<u>Title</u>	<u>Address</u>
Nicholas M. Sands	Chairman of the Board of Directors	2400 East Katella Avenue, Suite 1030 Anaheim, CA 92806
Steven E. San Filippo	Vice-Chairman of the Board of Directors	c/o Ireland San Filippo 727 Industrial Road, #100 San Carlos, CA 94070
Peter A. Shelman	Director	2400 East Katella Avenue, Suite 1030 Anaheim, CA 92806
Michael P. Harvey	Director	2400 East Katella Avenue, Suite 1030 Anaheim, CA 92806
Jay M. Dye III	Director	2400 East Katella Avenue, Suite 1030 Anaheim, CA 92806

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAYPRO RESOURCES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA





Edward J. Freel, Secretary of State

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AUTHENTICATION:

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DATE:

03-23-00