

FOI 0000001149

6.

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Payroll Management Group, Inc.
(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:

Rebecca Gephart

(Name of Person)

000003782480--2
-02/27/01--01067--001
*****78.75 *****78.75

Phelps Dunbar LLP

(Firm/Company)

1 Mississippi Plaza, 201 South Spring Street

(Address)

Tupelo, Mississippi 38804

(City/State and Zip code)

For further information concerning this matter, please call:

Rebecca Gephart

(Name of Person)

at (662) 842-7907

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB 27 AM 1:42

FILED

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

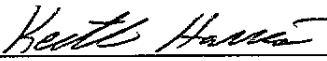
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**RESOLUTION OF THE BOARD OF DIRECTORS OF
PAYROLL MANAGEMENT GROUP, INC.**

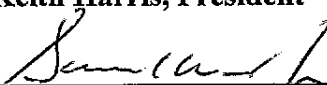
We, the undersigned, do hereby certify that this Resolution of the Board of Directors of Payroll Management Group, Inc. a corporation duly organized and existing under the laws of the State of Tennessee was duly adopted on this the 22nd day of December, 2000.

BE IT RESOLVED, that Payroll Management Group, Inc. organized and existing in the State of Tennessee hereby adopts the name of Florida PMG, Inc., for use in Florida.

WITNESS OUR SIGNATURES this the 22nd day of December, 2000.



Keith Harris, President



Sam Ware, Jr., Secretary

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SECRETARY OF STATE
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. Payroll Management Group, 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. Tennessee

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

3. 62-1814545

(FEI number, if applicable)

4. 4-5-00

(Date of incorporation)

5. Perpetual

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

6. upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 9128 Pigeon Roost, Suite F, Olive Branch, Mississippi 38654

(Principal office address)

9128 Pigeon Roost, Suite F, Olive Branch, Mississippi 38654

(Current mailing address)

8. employee leasing

(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: CT Corporation Company

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(Zip code)

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TALLAHASSEE, FLORIDA

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.

(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.

ACCEPTANCE OF APPOINTMENT

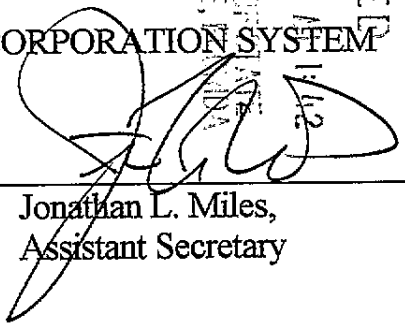
RE: PAYROLL MANAGEMENT GROUP, INC. (d/b/a Florida PMG, INC.)

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: December 26, 2000

C T CORPORATION SYSTEM

By


Jonathan L. Miles,
Assistant Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Keith M. Harris

Address: 9128 Pigeon Roost, Suite F

Olive Branch, MS 38654

Director: Sam Ware, Jr.

Address: 9128 Pigeon Roost, Suite F

Olive Branch, MS 38654

B. OFFICERS

President: Keith M. Harris

Address: 9128 Pigeon Roost, Suite F

Olive Branch, MS 38654

Vice President: _____

Address: _____

Secretary: Sam Ware, Jr.

Address: 9128 Pigeon Roost, Suite F

Treasurer: Olive Branch, MS 38654

Address: _____

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

13. Keith M. Harris
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Keith M. Harris
(Typed or printed name and capacity of person signing application)

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00 FEB 27 AM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 12/18/2000
REQUEST NUMBER: 00353124
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 04/05/2000
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0387582
JURISDICTION: TENNESSEE

TO:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221

REQUESTED BY:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"PAYROLL MANAGEMENT GROUP, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

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00 FEB 27 AM 1:42
SECRETARY OF STATE
NASHVILLE, TENNESSEE

FOR: REQUEST FOR CERTIFICATE

ON DATE: 12/18/00

FROM:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

	FEES	
RECEIVED:	\$340.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$340.00

RECEIPT NUMBER: 00002775405
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE