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Paycheck Benefit Technologies Inc.

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November 3, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CT

SUBJECT: PAYCHECK BENEFIT TECHNOLOGIES INC.

REF: W10000051410

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Justin M Shivers Regulatory Specialist II New Filing Section FAX Aud. #: H10000238796 Letter Number: 010A00025858

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.

(If name unavailable in Florida, onter alternate corporate name adopted for the purpose of transacting business in Florida) Delaware 3. 26-0532371 (State or country under the law of which it is incorporated) (PEI number, if applicable) July 13, 2007 (Date of incorporation) (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability) 911 Panorama Trail South, Rochester, NY 14625 (Principal office address) (Current mailing address) To engage in any lawful act or activity for which corporations may be organized under Florida law. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) Name: CT Corporation System Office Address: 1200 South Pine Island Road Plantation Florida (City) 7. Florida 13324 (City) 7. Florida 133324 (City code)	Paychex Bench	reconologies inc. orporation; must include "INCORPORATE	D." "COMPANY " "CORPORATION."	
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(Date of incorporation) (Date of incorporation) (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability) 911 Panorama Trail South, Rochester, NY 14625 (Principal office address) (Principal office address) (Purpose in any lawful act or activity for which corporations may be organized under Florida law. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) Name and street address of Florida registered agent: (P.O. Box NOT acceptable) Name: (Purpose(s) South Pine Island Road Plantation Florida Florida 133324			3. 26-0532371	
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Plantation , Florida 33324	Name:	C T Corporation System		₽m
Plantation , Florida 33324		1200 Carel National Band		
	office Address:	1200 South Fine Island Rose		
(City) (Zip code)			, Florida 33324	
		(City)	(Zip code)	
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laving been numed as registered agent and to accept service of process for the above stated corporation at the platesignated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity arther agree to comply with the provisions of all statutes relative to the proper and complete performance of my and I am familiar with and accept the obligations of my position as registered agent. CT Corporation System Special Assistant Secretary	——————————————————————————————————————	fares U.		
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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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APPROVED ALED

10 NOV -2 PM 1: 23

12. Names and business addresses of officers and/or directors:	SECRETARY OF STATE TALLAHASSEE, FLORIDA	
A. DIRECTORS		
Chairman: John Morphy		
Address: 911 Panorama Trail South, Rochester, NY 14625		
Vice Chairman:		
Address:		
Director;		
Address:		
Director:		
Address:		
B. OFFICERS		
President: Kevin Hill		
Address: 911 Panorama Trail South, Rochester, NY 14625		
Vice President: Martin Muoci		
Address: 911 Panorama Trail South, Rochester, NY 14625		
Secretary: John Morphy		
Address: 911 Panorama Trail South, Rochester, NY 14625		
Treasurer: John Morphy		
Address: 911 Panorama Trail South, Rochester, NY 14625		
NOTE: If necessary, you may attach an addendum to the application listing additional statements and the second statements and the second statements and the second statements are second statements.	lonal officers and/or directors.	
Signature of Director or Officer	And the second s	
The officer or director signing this document (and who is listed in number 12 above are true and that he or she is aware that false information submitted in a document third degree felony as provided for in s.817.155, F.S.		
14. John Morphy, Secretary/Treasurer		
(Typed or printed name and capacity of person signing app	olication)	



Delaware

10 NOV -2 PM 1:23
REGRETARY OF STATE
RALLAHASSEE FLORIDA

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAYCHEX BENEFIT TECHNOLOGIES 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 FIRST DAY OF NOVEMBER, A.D. 2010.

AND I DO REREBY 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.

4388474 8300

101047169

You may varify this certificate colin at corp. delaware, gov/cuthver, shtel

juffrey W. Bullock, Secretary of State

DATE: 11-01-10