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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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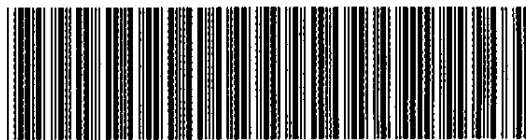
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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g 1/31/14



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 984526 7569239

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : January 30, 2014

ORDER TIME : 3:37 PM

ORDER NO. : 984526-030

CUSTOMER NO: 7569239

FOREIGN FILINGS

NAME: HEARTLAND OVATION PAYROLL, INC

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER: _____

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CORPORATIONS

**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. Heartland Ovation Payroll, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 58-2663830
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/27/2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 90 Nassau Street, 2nd Floor, Princeton, NJ 08542
(Principal office address)
90 Nassau Street, 2nd Floor, Princeton, NJ 08542
(Current mailing address)

8. Process payroll, prepare quarterly & annual tax forms, prepare W-2's, remit taxes due.
(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 NOT acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (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.

Corporation Service Company

By: Michelle R. Vannoy
(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.

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

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Robert H.B. Baldwin, Jr.

Address: 90 Nassau Street, 2nd Floor, Princeton, NJ 08542

Director: David Gilbert

Address: 1024 Tyne Blvd., Nashville, TN 37220

B. OFFICERS

President: David Gilbert

Address: 1024 Tyne Blvd., Nashville, TN 37220

Vice President: _____

Address: _____

Secretary: Charles H.N. Kallenbach

Address: 90 Nassau Street, 2nd Floor, Princeton, NJ 08542

Treasurer: Joseph E. White

Address: 300 Carnegie Center, Suite 360, Princeton, NJ 08540

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

13. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14.  Charles H.N. Kallenbach, Secretary

(Typed or printed name and capacity of person signing application)

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEARTLAND OVATION PAYROLL, 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 THIRTIETH DAY OF JANUARY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HEARTLAND OVATION PAYROLL, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 2001.

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

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS


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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1098501

DATE: 01-30-14