

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

CORPORATION(S) NAME

900002997389--B
-09/27/99--01086--004
*****70.00 *****70.00

PayPro Resources California, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

09/27/99

(Handwritten signature)

(Handwritten initials)

4/27/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 27 PM 1:39

RECEIVED
99 SEP 27 PM 11:42
DIVISION OF CORPORATIONS
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:*

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DIVISION OF CORPORATIONS
SEP 27 PM 1:39

1. PayPro Resources California, 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. California
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. May 9, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Not yet transacted business in Florida.
(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)
To operate a professional employer organization

8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

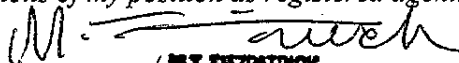
Name: C T Corporation System

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.



M. FITZPATRICK
ASSISTANT SECRETARY (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.

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

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

Chairman: Steven San Filippo

Address: 2400 East Katella Avenue, Suite 1030

Anaheim, CA 92806

Vice Chairman: Peter A. Shelman

Address: 2400 East Katella Avenue, Suite 1030

Anaheim, CA 92806

Director: Michael P. Harvey

Address: 2400 East Katella Avenue, Suite 1030

Anaheim, CA 92806

Director: Jay M. Dye, III

Address: 2400 East Katella Avenue, Suite 1030

Anaheim, CA 92806

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

President: Richard A. Franklin

Address: 2400 East Katella Avenue, Suite 1030

Anaheim, CA 92806

Vice President: Michael P. Harvey

Address: 2400 East Katella Avenue, Suite 1030

Anaheim, CA 92806

Secretary: Peter A. Shelman

Address: 2400 East Katella Avenue, Suite 1030

Anaheim, CA 92806

Treasurer: Stephen W. Nettekoven

Address: 2400 East Katella Avenue, Suite 1030

Anaheim, CA 92806

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

13.

Richard A. Franklin
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard A. Franklin

Pres.

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

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 SEP 27 PM 1:39

State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 27 PM 1:39

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 9TH day of MAY, 19 97,

PAYPRO RESOURCES CALIFORNIA, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

SEPTEMBER 23, 1999



Bill Jones

Secretary of State