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October 27, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

MJH

RE: AUTOMATIC PAYROLL SERVICE, LLC

000003445220--1

-10/30/00-01158--006

****125.00 ****

12500

Dear Sir:

Please find enclosed:

(1) Original and one copy of the proposed Articles of Organization of AUTOMATIC PAYROLL SERVICE, LLC. Please file the Articles of Organization and return a file-stamped copy of the original Articles or other receipt, acknowledgment or proof of filing to me at the address set forth above.

(2) Certificate of Designation of Registered Agent/Registered Office


(3) Filing fee for articles of organization of Florida Limited Liability Company:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

Your prompt attention to this matter is greatly appreciated. Should you have any questions, please contact me at your earliest convenience.

Sincerely,


Richard A. Whittington

RAW/cms

Enclosure

cc: AUTOMATIC PAYROLL SERVICE, LLC

Connie
GAVE
AUTHORIZATION BY PHONE TO
CORRECT Mailing Address
DATE 11-3-00
DOC. EXAM [Signature]

00 OCT 30 PM 2:13

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**Articles of Organization
of**

AUTOMATIC PAYROLL SERVICE, LLC

The undersigned natural person, of the age of eighteen years or more, acting as organizers of a limited liability company under the State of Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company.

Article 1. Name of Limited Liability Company. The name of this limited liability company is **AUTOMATIC PAYROLL SERVICE, LLC.**

Article 2. Registered Office and Registered Agent. The initial registered office of this limited liability company and the name of its initial registered agent at this address are:

John R. Hopkins
307 E. New Haven
Melbourne, Florida 32901

Article 3. Statement of Purposes. The purposes for which this limited liability company is organized are:

All lawful business activities for which limited liability companies may conduct as provided for in the Florida Limited Liability Companies Act and as it is amended in the future.

Article 4. Management and Names and Addresses of Initial Organizers. The management of this limited liability company is reserved to the members. The names and addresses of its initial members are:

Dennis S. Brady 307 E. New Haven Ave., Melbourne, FL 32901
Marsha Collins 307 E. New Haven Ave., Melbourne, FL 32901
Berman, Hopkins, Wright & Laham LLP, 307 E. New Haven Ave., Melbourne, FL 32901

Article 5. Principal Place of Business of the Limited Liability Company. The principal place of business of the limited liability company shall be:

307 E. New Haven Avenue, Melbourne, Florida 32901
The mailing address shall be the same.


Article 6. Period of Duration of the Limited Liability Company. The period of duration of the limited liability company shall be: perpetual

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DIVISION OF CORPORATIONS
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In accordance with section 608.408(3), Florida Statutes,
the execution of this affidavit constitutes an affirmation
under the penalties of perjury that the facts stated herein
are true.

Date: 10/26/00

Signature:


_____, Organizer
Ross Whitley, Partner
Berman, Hopkins, Wright & Laham, LLP

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

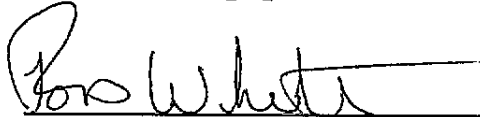
1. The name of the limited liability company is:

AUTOMATIC PAYROLL SERVICE, LLC

2. The name and the Florida street address of the registered agent are:

Ross Whitley
307 E. New Haven
Melbourne, Florida 32901

Having been named as registered agent to accept service of process for the above stated; limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



ROSS WHITLEY