

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L02000027576
FILED 8:00 AM
October 18, 2002
Sec. Of State

Article I

The name of the Limited Liability Company is:

GPS - PAYTRAC, L.L.C.

Article II

The street address of the principal office of the Limited Liability Company is:

6001 BROKEN SOUND PKY, NW
SUITE 406
BOCA RATON, FL. 33487

The mailing address of the Limited Liability Company is:

6001 BROKEN SOUND PKY, NW
SUITE 406
BOCA RATON, FL. 33487

Article III

The name and Florida street address of the registered agent is:

JILL H BRICKEL CPA
6001 BROKEN SOUND PKY, NW
SUITE 406
BOCA RATON, FL. 33487

Having been named as registered agent and 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 capacity. I further agree to comply with the provisions of all statutes relating 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 Signature: JILL H. BRICKEL

Article IV

The name and address of managing members/managers are:

Title: MGRM
GLOBAL PAYROLL SERVICES, L.L.C.
6001 BROKEN SOUND PKY, NW
BOCA RATON, FL. 33487

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Signature of member or an authorized representative of a member

Signature: JILL H. BRICKEL