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SECRETARY OF STATE

FILED

Brian G. Pincket, Esquire

Attorney at Law
9016 Philips Hwy.
Jacksonville, FL 32256

Telephone: (904) 886-6929 Fax: (904) 636-5760

March 24, 2008

VIA OVERNIGHT MAIL

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Highpoint Payroll Services, LLC

To Whom It May Concern:

Enclosed is the original Articles of Organization for Highpoint Payroll Services, LLC. I realize that there may be a conflict with the name Highpoint Payroll Services, Inc. (document number P08000027055), but I own the rights to the conflicting name. I hereby waive any conflict between the names of (1) Highpoint Payroll Services, Inc. and (2) Highpoint Payroll Services, LLC. I do not waive a conflict between any of those two names and any other name that may be filed or attempted to be filed in the future.

Please file the enclosed Articles of Organization for Highpoint Payroll Services, LLC. I have enclosed a check for \$125.00 payable to the Florida Department of State for filing and designation of registered agent fees.

If you have any questions, please do not hesitate to contact the undersigned.

Regards,

Brian G. Pincket, Esquire

BP;bp Enclosures

ARTICLES OF ORGANIZATION

OF

HIGHPOINT PAYROLL SERVICES, LLC

Pursuant to the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes (as amended from time to time, the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

ARTICLE I NAME

The name of this limited liability company (the "Company") shall be:

HIGHPOINT PAYROLL SERVICES, LLC.

ARTICLE II MAILING AND STREET ADDRESS

The mailing address and the street address of the principal office of the Company will be 9016 Philips Hwy., Jacksonville, Florida 32256.

ARTICLE III REGISTERED AGENT

The name and street address of the initial registered agent of the Company is Brian Pincket, 9016 Philips Hwy., Jacksonville, Florida 32256.

ARTICLE IV DURATION

The purpose for which the Company is organized is: ANY AND ALL LAWFUL BUSINESS.

IN WITNESS WHEREOF, the undersigned, as an authorized representative of a member of the Company, has executed these Articles of Organization on behalf of the Company in accordance with Section 608.407 of the Act.

Dated: March 25, 2008

Brian Pincket, an Authorized Representative for a Member

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

HIGHPOINT PAYROLL SERVICES, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates Brian Pincket as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 9016 Philips Hwy., Jacksonville, Florida 32256.

Dated: March 25, 2008

HIGHPOINT PAYROLL SERVICES, LLC

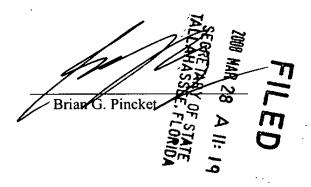
By: _____

Brian Fincket, an Authorized Representative

of a Member

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 agree to 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.

DATED this 25th day of March 2008.



Art of Org Highpoint Payroll Services, LLC