

**CORPORATE  
ACCESS,  
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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\*\*\*\*337.50 \*\*\*\*337.50

1.) Payroll 2000, LLC  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**EFFECTIVE DATE**  
8-1-99

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS**

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TALLAHASSEE, FLORIDA

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5C 8-3-99

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ARTICLES OF ORGANIZATION

OF

PAYROLL 2000, LLC

I hereby file these Articles of Organization as an authorized representative of the member of the limited liability company to be formed pursuant to these Articles of Organization and the laws of the State of Florida.

ARTICLE I  
NAME

The name of the limited liability company to be formed hereunder is "Payroll 2000, LLC".

ARTICLE II  
DATE OF EXISTENCE AND PERIOD OF DURATION

This limited liability company shall begin existence effective the 1st day of August, 1999, and shall continue until in perpetuity, unless sooner terminated in accordance with the Operating Agreement and any Regulations adopted by the members (collectively the "Operating Agreement").

ARTICLE III  
PURPOSES

The purpose of the limited liability company is to engage in payroll services and any or all lawful business in which limited liability companies may lawfully engage in, either on its own or in conjunction with others, as well as to conduct any other lawful activities mutually agreeable to the Members.

ARTICLE IV  
POWERS

The limited liability company shall have the power to take any and all lawful actions necessary, appropriate, proper, advisable, incidental or convenient to or for the furtherance of its purposes.

ARTICLE V  
MAILING ADDRESS AND PLACE OF BUSINESS

The mailing address in Florida for the limited liability company is:

Two Urban Centre Suite 450  
4890 West Kennedy Boulevard  
Tampa, Florida 33609-1847

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**ARTICLE VI**  
**MANAGEMENT**

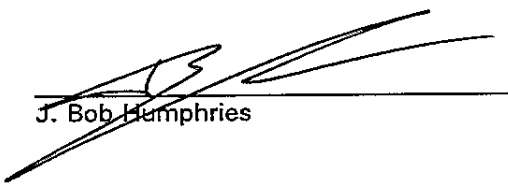
The limited liability company shall be initially managed by a Single Manager. The name and current addresses of the initial Single Manager is as follows:

Raymond G. Boorjian  
Two Urban Centre Suite 450  
4890 West Kennedy Boulevard  
Tampa, Florida 33609-1847

**ARTICLE VII**  
**REGISTERED OFFICE AND REGISTERED AGENT**

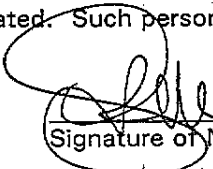
The street address of the limited liability company's initial registered office in Florida is 501 East Kenney Boulevard, Suite 1700, Tampa, Florida, 33602, and the name of its initial registered agent is J. Bob Humphries.

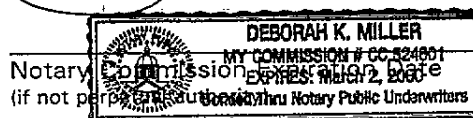
IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 30<sup>th</sup> day of July, 1999.

  
J. Bob Humphries

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of July, 1999, by J. Bob Humphries, as the authorized representative of the members of Payroll 2000, LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.

  
Signature of Notary Public

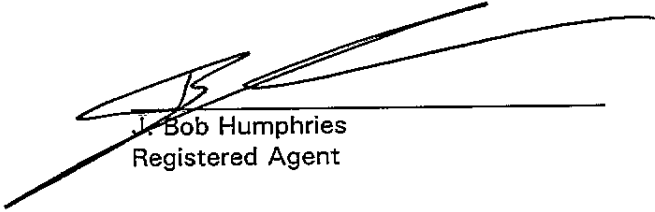


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ACCEPTANCE BY REGISTERED AGENT

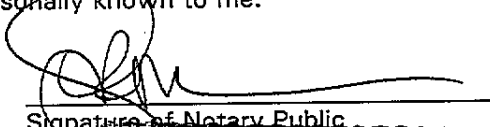
Having been appointed the registered agent of Payroll 2000, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.


Signed this 30<sup>th</sup> day of July, 1999.

  
J. Bob Humphries  
Registered Agent

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of July, 1999, by J. Bob Humphries, as Registered Agent for Payroll 2000, LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.

  
Signature of Notary Public

  
Notary Public  
(if not perpetual authority)

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

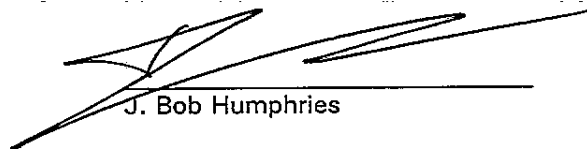
The undersigned, as the authorized representative of the members of Payroll 2000, LLC (the "Company"), deposes and says:

1. The Company has at least one member, and the amount of cash initially contributed to the Company's capital by each member is as follows:

Raymond G. Boorajian	\$1,000
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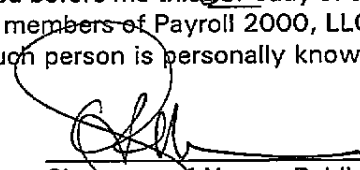
2. The agreed value of property other than cash contributed by each member is zero.
3. The additional amount of cash or property anticipated to be contributed by the member is not expected to exceed zero.
4. The total amount of cash, other property and anticipated additional contributions is \$1,000.
5. In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under penalties of perjury that, to the best of the undersigned's knowledge, the facts stated herein are true.

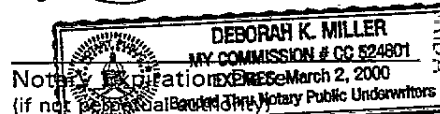
Signed this 30<sup>th</sup> day of July, 1999.

  
J. Bob Humphries

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of July, 1999, by J. Bob Humphries, as the authorized representative of the members of Payroll 2000, LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.

  
Signature of Notary Public

  
DEBORAH K. MILLER  
MY COMMISSION # CG 524801  
Notary Public, State of Florida  
Expiration Date: March 2, 2000  
(If not personally known to the Notary Public Underwriters)

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