

MO2000000747

VIA UPS OVERNIGHT EXPRESS



SNELLING

PERSONNEL SERVICES

March 5, 2002

Florida Department of State
Registration Section
409 E. Gaines Street
Tallahassee, FL 32399

200005050282-0
-03/06/02-01052-002
*****125.00 *****125.00

Re: Applications by Foreign Limited Liability Companies for Authorization

To Whom It May Concern:

Enclosed please find the Applications by Foreign Limited Liability Companies for Authorization for the following Foreign Limited Liability Companies:

- Workforce Innovation II, L.L.C.
- Workforce Innovation VI, L.L.C.
- Workforce Innovation XVI, L.L.C.
- Workforce Innovation XVII, L.L.C.
- Workforce Innovation XX, L.L.C.
- Workforce Innovation XXIII, L.L.C.

200005050282-0
-03/22/02-01028-001
*****60.00 *****10.00

I have enclosed a check for each entity in the amount of \$125.00 to cover the filing fee and the designation of registered agent fee. I have also included a return UPS envelope for you to return the documents to my attention.

If you need assistance with the enclosed, please call me directly at 800-411-6777 extension 1490.

Thank you for your prompt attention to this matter.

Sincerely,

Sarah Wicherts
Sarah B. Wicherts
Paralegal

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

~~MO2-6719~~

MO2-747
BA 3/22



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 12, 2002

SARAH B. WICHERTS
SNELLING PERSONNEL SERVICES
12801 N CENTRAL EXPRESSWAY SUITE 700
DALLAS, TX 75243

SUBJECT: WORKFORCE INNOVATION II, L.L.C.
Ref. Number: W02000006919

We have received your document for WORKFORCE INNOVATION II, L.L.C. and your check(s) totaling \$125.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1050.00.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Shawn Logan
Document Specialist

Letter Number: 102A00014888

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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VIA UPS OVERNIGHT EXPRESS

March 20, 2002

Florida Secretary of State
Registration Section
Attention: Shawn Logan
409 E. Gaines Street
Tallahassee, FL 32399

Re: Filings of Foreign Limited Liability Companies

Dear Mr. Logan:

Pursuant to your letters dated March 13, 2002 concerning the filing of certain foreign limited liability companies, enclosed please find notarized statements from the Secretary of the Sole Member of the LLCs correcting line 6 of the Applications.

Upon filing of the LLCs, I will need to have Certificates of Good Standing issued. I have included with this package a check in the amount of \$60.00 to cover the fee for ~~TWO~~ Certificates for the 6 Workforce Innovation LLCs.

If you have any questions concerning the enclosed, please call me directly at 972-961-1490. Thank you for your prompt attention to this matter.

Sincerely,

A handwritten signature in cursive script that reads "Sarah B. Wicherts".

Sarah B. Wicherts
Paralegal

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 19, 2002

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



Re: Workforce Innovation II, L.L.C.
Reference Number: W02000006919

Dear Mr. Logan:

We are in receipt of your letter dated March 12, 2002 concerning the proposed filing of the above-referenced limited liability company. It has come to our attention that item 6 was incorrect on the Application by Foreign Limited Liability Company for Authorization. The correct date should read, "Upon Qualification." With this letter, I am authorizing the Secretary of State of Florida to change item 6 to reflect the correct date that the business first transacted business in Florida.

If you have any questions concerning this letter, please call Sarah Wicherts directly at 972-776-1490.

Sincerely,

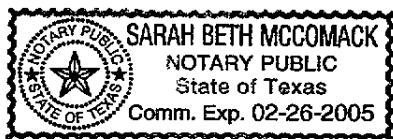
A handwritten signature in cursive script that reads "Barbara A. McAninch".

Barbara A. McAninch
Secretary for Advance Processing Systems, Inc.,
Sole Member of Workforce Innovation II, L.L.C.

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02 MAR 22 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF TEXAS
COUNTY OF DALLAS

The foregoing instrument was acknowledged by me this 19th day of March, 2002 by Barbara A. McAninch of Advance Processing Systems, Inc., a Delaware corporation, on behalf of the corporation.



A handwritten signature in cursive script that reads "Sarah Beth McComack".
Notary Public

Commission Expires: February 26, 2005

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANACT BUSINESS IN THE STATE OF FLORIDA:

- 1. Workforce Innovation II, L.L.C. (Name of foreign limited liability company)
2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized)
3. 75-2947751 (FEI number, if applicable)
4. 12-20-01 (Date of Organization)
5. perpetual (Duration: Year limited liability company will cease to exist or "perpetual")
6. July 2, 2001 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 12801 North Central Expressway, Suite 700 Dallas, Texas 75243 (Street address of principal office)

8. If limited liability company is a manager-managed company, check here []

9. The name and usual business addresses of the managing members or managers are as follows:

Sole member - Advance Processing Systems, Inc.
12801 N. Central Expwy., Ste. 700
Dallas, TX 75243

02 MAR 22 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: To provide payroll and billing services

[Signature]
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

J. Russell Crews
Typed or printed name of signee

**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:

Workforce Innovation II, L.L.C.

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

CT Corporation System

(Name)

1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation

FL

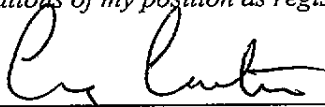
33324

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 as provided for in Chapter 608, F.S.



(Signature)

**Craig Carter
Vice President**

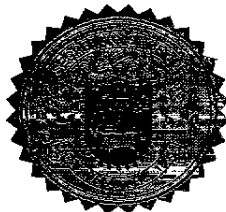
\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WORKFORCE INNOVATION II, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2002.



3409863 8300

020136350

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1643561

DATE: 03-04-02