

M04000004346

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

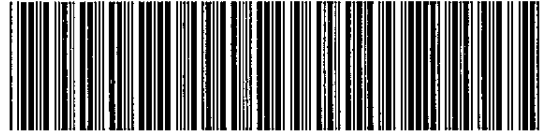
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATION

FILED
04 OCT 12 PM 2:38
TALLAHASSEE, FLORIDA
STATE



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 920010 4349972
AUTHORIZATION : *Patricia Pignatelli*
COST LIMIT : \$ 125.00

04 OCT 12 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ORDER DATE : October 8, 2004
ORDER TIME : 10:31 AM
ORDER NO. : 920010-005
CUSTOMER NO: 4349972

CUSTOMER: Ms. Patti J. Hennegan
Diversified Financial
25th Floor
200 W. Madison Street
Chicago, IL 60606-3414

FOREIGN FILINGS

NAME: PFO PAY, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: _____

FILED
04 OCT 12 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

1. PFO PAY, L.L.C.
(Name of Foreign Limited Liability Company)

2. Delaware 3. 20-1382465
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. June 15, 2004 5. December 31, 2054
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon filing
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 200 West Madison Street, 37th Floor
Chicago, Illinois 60606
(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:

Thomas Dykstra, 200 West Madison Street, 37th Floor, Chicago, Illinois 60606

David Nomura, 200 West Madison Street, 37th Floor, Chicago, Illinois 60606

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: Payroll Services

Thomas Dykstra
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.)
Thomas Dykstra, Manager
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:

PFO PAY, L.L.C.

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

The Prentice-Hall Corporation System, Inc.

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL

City/State/Zip

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, Florida Statutes.

by: Margaret Pike, Asst. Secretary
(Signature)

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

Delaware

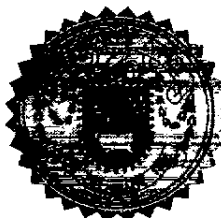
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PFO PAY, 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 EIGHTH DAY OF OCTOBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PFO PAY, L.L.C." WAS FORMED ON THE FIFTEENTH DAY OF JUNE, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



3815991 8300

040730458

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3401808

DATE: 10-08-04