

1707000004347

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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(Business Entity Name)

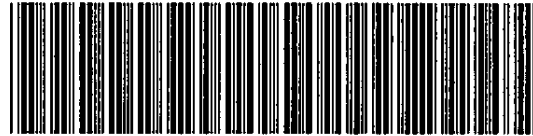
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2007 JUL 20 A. 5:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 10, 2006

CHAD PARKS
201 SOUTH BISCAYNE BLVD. 28TH FLOOR
PAYROLL ASSET MANAGERS, LLC
MIAMI, FL 33131

SUBJECT: PAYROLL ASSET MANAGERS, LLC
Ref. Number: W06000035346

We have received your document for PAYROLL ASSET MANAGERS, LLC and your check(s) totaling \$160.00. However, the document has not been filed and is being retained in this office for the following:

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence or certificate of good standing, which usually consists of a single sheet of paper, that clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence or certificate of good standing from the same office that provided you with the certified copy.

Please return your document, along with 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) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 706A00049789

2007 JUL 20 A 5:01
SECRETARY OF
TALLAHASSEE, FL

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Payroll Asset Managers, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Chad Parks

(Name of Person)

Payroll Asset Managers, LLC

(Firm/Company)

201 South Biscayne Blvd., 28th Floor

(Address)

Miami, FL 33131

(City/State and Zip Code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Chad Parks

(Name of Person)

at (415) 477-8800

(Area Code & Daytime Telephone Number)

MAILING ADDRESS:

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

STREET ADDRESS:

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

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy

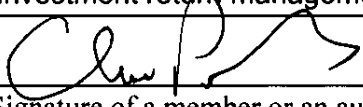
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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. Payroll Asset Managers, LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-4671251
(FEI number, if applicable)
4. April 6, 2006
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Have not yet
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 201 South Biscayne Blvd., 28th Floor
Miami, FL 33131
(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:
Chad Parks and Isabelle Quesada
530 Bush Street, 9th Floor
San Francisco, CA 94108

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: Income maximization, tax management and investment return management for payroll and retirement plan providers.



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.)

Chad Parks

Typed or printed name of signee

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2007 JUL 20 A 5:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

Payroll Asset Managers, LLC

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

Chad Parks

(Name)

201 South Biscayne Blvd., 28th Floor

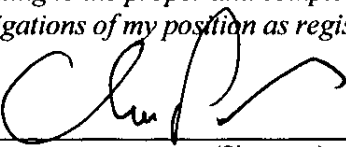
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Miami, FL 33131

FL
City/State/Zip

2007 JUL 20 A 5:04
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.



(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

PAGE 1

The First State

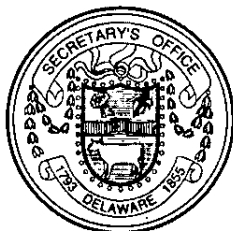
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAYROLL ASSET MANAGERS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF JUNE, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PAYROLL ASSET MANAGERS, LLC" WAS FORMED ON THE SIXTH DAY OF APRIL, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

4138088 8300

070686666



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5740153

DATE: 06-08-07