

Law Office

Brian A. Burden, P.A.

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Tampa, FL 33606

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Robin McCormick
Legal Assistant

April 8, 2000

VIA OVERNIGHT DELIVERY

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****70.00 *****70.00

Re: **Articles of Incorporation of Staff Pay, Inc.**
Our File No. 4201

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Incorporation of Staff Pay, Inc. to be filed and a check for the filing fee in the amount of \$70.00. Please return a copy of the filed articles in the enclosed envelope. Also, I would greatly appreciate if you would fax me a copy of the first page of the filed Articles stamped with the filing date at the facsimile number listed above.

Thank you for your assistance.

Very truly yours,



Robin G. McCormick
Legal Assistant

Enclosures

FILED
00 APR -4 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CC
4-7-00

ARTICLES OF INCORPORATION

OF

STAFF PAY, INC.

FILED

00 APR -4 PM 2:43

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned hereby associate for the purpose of becoming a corporation for profit under the laws of the State of Florida in compliance with Florida Statute §607.0202.

Article I

The name of the corporation shall be Staff Pay, Inc.

Article II

The mailing address of the principal office of the corporation shall be:

3022 Conifer Drive
Largo, Florida 33771

Article III

The purpose for which the corporation is being formed and the general nature of the corporation's business shall be to provide payroll services, as well as to engage in any other activity or business permitted under the laws of the State of Florida.

Article IV

The amount of capital stock of the corporation shall be Ten Thousand (10,000) shares of common stock with a par value of \$1.00 per share.

Article V

The entire voting power for the selection of directors and for all other purposes shall be vested exclusively in the holders of common stock who shall be entitled to one vote for each share of common stock held by them of record.

Article VI

The names and addresses of the members of the first Board of Directors until the first annual meeting of the stockholders are as follows:

J. Scott Entin
3022 Conifer Drive
Largo, Florida 33771

Amy Wilson
3022 Conifer Drive
Largo, Florida 33771

Terry Hunter
3022 Conifer Drive
Largo, Florida 33771

Article VII

The number of directors is to be not less than one nor more than five and the directors need not be stockholders. Any vacancies in the Board of Directors shall be filled by special meeting of the stockholders.

Article VIII

The names and addresses of the Officers of the corporation until the first annual meeting of the stockholders are as follows:

J. Scott Entin, President
3022 Conifer Drive
Largo, Florida 33771

Amy Wilson, Secretary and Treasurer
3022 Conifer Drive
Largo, Florida 33771

Article IX

The name and post office address of each incorporator of the Articles of Incorporation is as follows:

Brian A. Burden
215 W. Verne St. Suite D
Tampa, FL 3360

Article X

The duration of the corporation is to be perpetual.

Article XI

The street address of the corporation's initial registered office and the name of its initial registered agent at that office is:

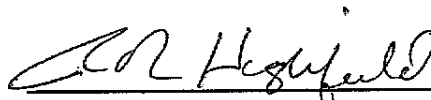
Brian A. Burden, Esq.
Brian A. Burden, P.A.
215 W. Verne Street, Suite D
Tampa, Florida 33606

IN WITNESS WHEREOF, I have made, signed and acknowledged these Articles of Incorporation of Staff Pay, Inc. on April 3, 2000.


Brian A. Burden

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Brian A. Burden appeared before me, the undersigned authority, and acknowledged that he executed these Articles of Incorporation for Staff Pay, Inc. on April 3, 2000.


Notary Public



ROBIN HIGHFIELD
My Commission CC565548
Expires Jun. 23, 2000

**Certificate Designating Place Of Business or
Domicile for the Service of Process Within This
State Naming Agent Upon Whom Service May Be Served**

In pursuance of Florida Statutes §48.091, the following is submitted in compliance with the Act:

Staff Pay, Inc., desiring to organize under the laws of the State of Florida with its principal office at 3022 Conifer Drive, Largo, Florida 33771, has named Brian A. Burden, 215 W. Verne Street, Suite D, Tampa, Florida 33606, as its agent to accept service of process within this state.

**Acknowledgment of Registered Agent and
Duties Pursuant to Florida Statute §607.0505**

Having been named to accept service of process for Staff Pay, Inc. at 215 W. Verne Street, Suite D, Tampa, Florida, 33606, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open my office.



Brian A. Burden

FILED
00 APR -4 PM 2:43
STATE OF FLORIDA
TALLAHASSEE, FLORIDA