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FLORIDA BOARD CERTIFIED WILLS,
TRUSTS AND ESTATES LAWYER

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May 23, 2001

Via Federal Express

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

Re: THE PAYROLL WIZARD, INC.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and Certificate of Designation for Registered Agent regarding the above-referenced corporation. Also enclosed is our check in the amount of \$78.75 for filing of the Articles. A self-addressed return envelope is enclosed for your convenience in the return of the certified copy of the Articles of Incorporation.

Thank you.

Very truly yours,


PAUL A. BALDOVIN, JR.

PAB/cal

Enclosures

FILED
01 MAY 24 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
THE PAYROLL WIZARD, INC.

FILED
01 MAY 24 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is **THE PAYROLL WIZARD, INC.** (the "Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any or all lawful business under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of all classes of stock which the Corporation has authority to issue is 100 shares, no par value.

ARTICLE V

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

ARTICLE VI

The principal place of business of the Corporation shall be in Broward County, Florida, and its mailing address shall be:

4776 N.W. 120th Way
Coral Springs, FL 33076

ARTICLE VII

The name of the registered agent and the street address of the initial registered office of the Corporation is:

Paul A. Baldovin, Jr., Esquire
Mizner Park Office Tower
225 N.E. Mizner Boulevard, Suite 300
Boca Raton, Florida 33432

ARTICLE VIII

The names and street addresses of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Paul A. Baldovin, Jr. President/Secretary/Treasurer/Director	225 N.E. Mizner Boulevard, Suite 300 Boca Raton, Florida 33432

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

ARTICLE IX

The Corporation shall indemnify its directors, officers, employees, incorporator, and agents to the fullest extent permitted by law.

ARTICLE X

The name and address of the Incorporator of the Corporation is as follows:

NAME

ADDRESS

Paul A. Baldovin, Jr.

225 N.E. Mizner Boulevard, Suite 300
Boca Raton, Florida 33432

IN WITNESS WHEREOF, I have hereunto set my hand this 23 day of May, 2001.

INCORPORATOR



Paul A. Baldovin, Jr.


STATE OF FLORIDA

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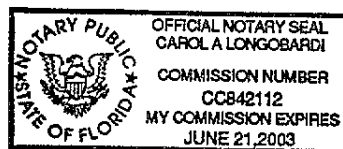
COUNTY OF PALM BEACH

) SS
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The foregoing instrument was acknowledged before me this 23 day of May, 2001 by Paul A. Baldovin, Jr., who is personally known to me or who has produced N/A as identification.



Notary Public



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned, a corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is THE PAYROLL WIZARD, INC.
2. The name and address of the registered agent and office is:

Paul A. Baldovin, Jr.
Mizner Park Office Tower
225 N.E. Mizner Boulevard, Suite 300
Boca Raton, Florida 33432

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.



Paul A. Baldovin, Jr., Esq.

Dated: May 23, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA