

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Pay Manager, Inc.

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01 AUG -7 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

Cert. Copy _____

X Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

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UCC 11 Search _____

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ARTICLES OF INCORPORATION
OF

PayManager, Inc.

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01 AUG -7 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be:

PayManager, Inc.

ARTICLE II: NATURE OF BUSINESS

This corporation may engage or transact in any or all legal activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having no par value per share.

ARTICLE IV: ADDRESS

The street address of the registered office of the corporation shall be 6001 Palm Trace Landings Dr #215, Davie Fl 33314, and the name of the initial registered agent of the corporation at that address is Andrew Trumbach. The principal address of the corp is 6001 Palm Trace Landings Dr #215, Davie, Fl 33314.

PayManager, Inc.

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ARTICLE V: SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as an S corporation.

ARTICLE VI: INCORPORATORS


This corporation shall have one (1) initial Incorporators. The name and address of the Incorporator to these Articles of Incorporation is:

Andrew Trumbach
6001 Palm Trace Landings Dr #215
Davie, Florida 33314

ARTICLE VII: DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws of the Corporation.

The undersigned has executed these Articles of Incorporation on August 1, 2001



Andrew Trumbach

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned 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:

PayManager, Inc.

2. The name and address of the registered agent and office is:

Andrew Trumbach
6001 Palm Trace Landings Dr #215
Davie, Florida 33314

Signature: _____

Title: Incorporator

August 1, 2001: _____

8/1/01

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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____

Date _____

8/1/01

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