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MICHAEL J. McDERMOTT
RICKY L. THACKER

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November 21, 2001

Dana McKinnon, Director
Division of Corporations
Room 2001
The Capitol
Tallahassee, Florida 32301

Re: PAYROLL PRO, INC.
Our File No. Hamilton/Payroll Pro

To Whom It May Concern:

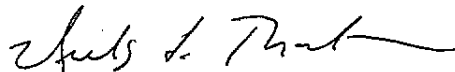
Enclosed herewith please find the following:

1. Original Articles of Incorporation in regard to the above-referenced corporation.
2. Copy for certification.
3. A check in the amount of \$87.50 payable to the Secretary of State is enclosed. This check includes: 8.75 for a Certificate of Status; \$8.75 for a Certified Copy; \$35.00 for the filing fee; and \$35.00 for the designation of Registered Agent.

Please file the enclosed Articles of Incorporation and return to me a certified copy of same.

Should you have any questions, please do not hesitate to call.

Sincerely,



Ricky L. Thacker, Esquire

MJM\jwj
Enclosures

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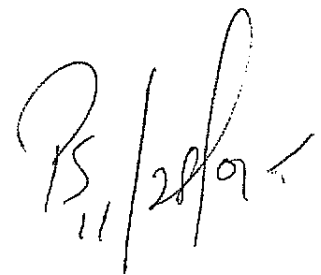
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ARTICLES OF INCORPORATION
of
PAYROLL PRO, INC.

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ARTICLE I - NAME

The name of this corporation is PAYROLL PRO, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized and incorporated for the purpose of carrying on any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

ARTICLE V - CORPORATION'S PRINCIPAL OFFICE

The mailing address and principal office of the corporation shall be 777 W. Lumsden Rd., Brandon, FL 33511.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 791 West Lumsden Road, Brandon, Florida 33511, and the name of the initial registered agent of this corporation at that address is Ricky L. Thacker.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Gregory C. Hamilton, 777 W. Lumsden Rd., Brandon, FL 33511

Laura Phillips, 777 W. Lumsden Rd., Brandon, FL 33511

Brian Grafton, 5842 Bent Grass Dr., Valrico, FL 33594

ARTICLE VIII - INCORPORATOR

The name and address of the persons signing these articles is:

Ricky L. Thacker, 791 W. Lumsden Rd., Brandon, FL 33511

ARTICLE IX - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE XI - CUMULATIVE VOTING RIGHTS

The principle of cumulative voting shall apply in all elections of directors of the corporation. Each stockholder entitled to vote shall have votes equal to the number of shares with voting rights held by him multiplied by the number of directors to be elected, and each may cast all his votes for a single candidate, or may divide and distribute his votes among any two or more candidates, as he sees fit. Each stockholder may, if he desires, cast fewer than all

the votes to which he is entitled at any election of directors, but no ballot shall be valid if the total votes shown thereon are in excess of the total number of votes to which the stockholder casting such ballot is entitled.

At any such election, the candidates receiving the highest number of votes, up to the number of directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the board of directors.

ARTICLE XII - STOCKHOLDERS' MEETING

The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote 51% of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business.

The affirmative vote of 66²/₃% of the shares represented at a meeting at which a quorum is present shall be the act of the stockholders.

The following actions shall require the affirmative vote or written consent of the holders of at least 66²/₃% of all shares issued and outstanding.

(1) Amendment of these articles of incorporation to increase or decrease the authorized number of, or to change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the classes of stock, or to create any new class or classes of stock;

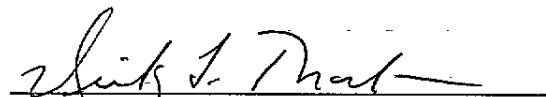
(2) Merger or consolidation with or into any other corporation other than a corporation wholly owned or controlled by the corporation, or the sale, lease, conveyance, exchange, transfer, or other disposition of all or substantially all of the

property and assets of the corporation, or the voluntary dissolution, liquidation, or winding up of the corporation.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this restriction.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of November, 2001.



RICKY L. THACKER

Michael J. McDermott, P.A.
791 West Lumsden Road
Brandon, FL 33511
(813) 684-3131

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH}

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared before me RICKY L. THACKER known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, who took an oath, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in
the State and County aforesaid, this 21st day of November, 2001.



Sherry Grisham
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

THIS IS TO CERTIFY that I, RICKY L. THACKER, do hereby accept the
designation as Registered Agent for PAYROLL PRO, INC. Further, that the registered office
of PAYROLL PRO, INC., shall be maintained at 791 West Lumsden Road, Brandon, Florida
33511.

Ricky L. Thacker
RICKY L. THACKER
As Registered Agent for
PAYROLL PRO, INC.
791 West Lumsden Road
Brandon, FL 33511

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