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December 4, 2001

900004732529--6  
-12/19/01--01036--005  
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500004732535--3  
-12/19/01--01057--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation of  
North Florida Payroll Services, Inc.

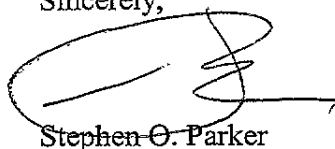
Dear Sir:

Enclosed herewith are the Articles of Incorporation for North Florida Payroll Services, Inc. to be filed in your office. Also enclosed is my check for \$78.75 to cover the filing fee and certified copy cost.

Please return the certified copy and other documents directly to Stephen O. Parker, Esquire, 348 East Adams Street, Jacksonville, Florida 32202.

Thank you for your assistance in this matter.

Sincerely,



Stephen O. Parker

SOP/cb  
Enclosures

FILED  
2001 DEC 19 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

cf 12/20/01

**FILED**

2001 DEC 19 AM 9:59

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**NORTH FLORIDA PAYROLL SERVICES, INC.**

We, the undersigned, do hereby form a corporation, and for such purpose we hereby make, execute, and adopt the following Articles of Incorporation.

**ARTICLE I**

Name

The name of this corporation shall be: **NORTH FLORIDA PAYROLL SERVICES, INC..**

**ARTICLE II**

Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE III**

Duration

The term for which this corporation shall exist shall be perpetual commencing on the date of acceptance and filing of these articles by the Florida Department of State.

**ARTICLE IV**

Capital Stock

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V**

**Incorporators**

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

**Rosemary G. Klemmt**  
3610 River Hall Drive  
Jacksonville, Florida 32217

**ARTICLE VI**

**By-Laws**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

**ARTICLE VII**

**Preemptive Rights**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VIII**

**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 3610 River Hall Drive, Jacksonville, Florida 32217, and the name of the initial registered agent of this corporation at this address is **Rosemary G. Klemmt**.

## ARTICLE IX

### Principal Mailing Address

The principal mailing address of the Corporation shall be, 3610 River Hall Drive, Jacksonville, Florida 32217.

## ARTICLE X

### Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The names and addresses of the initial director(s) of this corporation are:

**Rosemary G. Klemmt**  
3610 River Hall Drive  
Jacksonville, Florida 32217

## ARTICLE XI

### Officers

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President: **Rosemary G. Klemmt**  
3610 River Hall Drive  
Jacksonville, Florida 32217

Secretary: **Rosemary G. Klemmt**  
3610 River Hall Drive  
Jacksonville, Florida 32217

Treasurer **Saul E. Lucio**  
2157 Brighton Bay Trail  
Jacksonville, Florida 32246

**ARTICLE XII**

**Shareholders Quorum and Voting**

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

**ARTICLE XIII**

**Indemnification**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**ARTICLE XIX**

**Amendment**

This corporation through its shareholders reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 4<sup>th</sup> day of December, 2001.

  
Rosemary G. Klemmt

STATE OF FLORIDA

COUNTY OF DUVAL

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared **Rosemary G. Klemmt**, who produced a driver's license as

identification or who is personally known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein described.

WITNESS my hand and official seal this 4th day of December, 2001, at Jacksonville, County and State aforesaid.

Claudia B. Quinones  
Notary Public, State of Florida.



Claudia B. Quinones  
MY COMMISSION # CC652973 EXPIRES  
August 28, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

2001 DEC 19 AM 9:59

FOR THE SERVICE OF PROCESS WITHIN THIS STATE

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

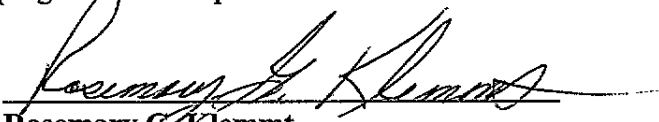
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

First, that NORTH FLORIDA PAYROLL SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named **Rosemary G. Klemmt**, 3610 River Hall Drive, Jacksonville, Florida 32217, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping said office open.

  
**Rosemary G. Klemmt,**  
Resident Agent.