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December 17, 2001

Secretary of State Corporate Division Post Office Box 6327 The Capitol Tallahassee, Florida 32304

000004734020--3 -12/20/01--01032--004 \*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Payroll Management of Northwest Florida, Inc. (Incorporation) Our File No.: M-7081-M

Dear Sir or Madam:

I am enclosing herewith an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

Filing fee \$ 35.00 Registered agent fee 35.00 TOTAL \$ 70.00

Please file the original of the enclosed Articles of Incorporation and return a conformed copy to the undersigned.

Please do not hesitate to contact this office should you have any questions or require any additional information. Your prompt attention to this matter would be greatly appreciated.

Sincerely, Jenice C. Jones, CLA Certified Legal Assistant to EDSEL F. MATTHEWS, JR., ESQUIRE

FILED DEC 20 AM 10:46 SECRETARY OF STATE TALLAHASSEE, FLORIDA

/jcj Enclosure(s)

PC: Bill G. Agall, CPA

Handwritten initials/signature

ARTICLES OF INCORPORATION

OF

PAYROLL MANAGEMENT OF NORTHWEST FLORIDA, INC.

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I - NAME & ADDRESS

The name of this corporation is Payroll Management of Northwest Florida, Inc. and the address of the corporation is 2101 North 9<sup>th</sup> Avenue, Pensacola, Florida 32503.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these articles of incorporation.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, all of one class and series.

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RECORDS & CLERK OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE V - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 308 South Jefferson Street, Pensacola, Florida 32501, and the name of this corporation's initial registered agent is Edsel F. Matthews, Jr.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is one (1) whose name and address are Bill G. Agall, 2101 North 9<sup>th</sup> Avenue, Pensacola, Florida 32503.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is Edsel F. Matthews, Jr., 308 Jefferson Street, Pensacola, Florida 32501.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 18<sup>th</sup> day of December, 2001.

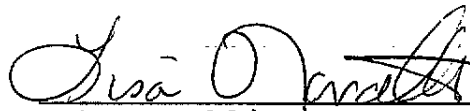
  
\_\_\_\_\_  
EDSEL F. MATTHEWS, JR.

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me the undersigned authority in and for the said State and County personally appeared Edsel F. Matthews, Jr. to me well known to be the person described in and who freely and voluntarily subscribed the foregoing articles of incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 17th day of December, 2001.



Notary Public  
My Commission Expires **LISA NOVATKA**  
**NOTARY PUBLIC - STATE OF FLORIDA**  
**COMMISSION # CC880580**  
**EXPIRES 1/1/2004**  
**BONDED THRU ASA 1-888-NOTARY1**

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, Edsel F. Matthews, Jr., hereby accept the appointment as registered agent for Payroll Management of Northwest Florida, Inc., as set forth in its Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 18th day of December, 2001.



Edsel F. Matthews, Jr.

**FILED**  
**01 DEC 20 AM 10:46**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**