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FILED

Lori E. Bell

4280 13th Lane N.E.
St. Petersburg, Florida 33703

02 MAY 14 PM 2:31

SECRETARY OF STATE
TALLAHASSEE FLORIDA

May 10, 2002

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*****78.75 *****78.75

BY OVERNIGHT MAIL

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

Re: Paycheck Marketing, Inc.

Gentlemen:

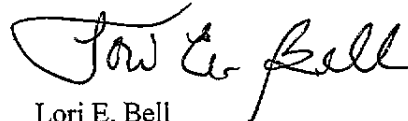
Enclosed please find an original and one copy of the Articles of Incorporation and the original and one copy of a Certificate Designating Registered Agent for the above-named corporation. Please file the original Articles and return a certified copy to this office.

Please note that under Article IV of the enclosed Articles of Incorporation, the existence of the corporation commences on May 10, 2002.

Also enclosed is a check in the amount of \$78.75, representing the filing fee of \$35.00, certified copy fee of \$8.75, and a registered agent fee of \$35.00.

Thank you for your assistance and cooperation in this matter.

Very truly yours,



Lori E. Bell

Enclosures

D. WHITE MAY 16 2002

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**ARTICLES OF INCORPORATION
OF
PAYCHECK MARKETING, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

PAYCHECK MARKETING, INC.

ARTICLE II

NATURE OF BUSINESS

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

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

The existence of this corporation shall commence on May 10, 2002, and this corporation shall have perpetual existence.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 4280 13th Lane N.E., St. Petersburg, Florida 33703, and the name of the initial registered agent of this corporation at that address is Lori E. Bell.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation initially shall have a number of directors as is consistent with the provisions of the corporation's By-Laws, provided that the number of directors shall never be less than one (1). The number of directors may be either increased or diminished from time to time by the By-Laws adopted by the shareholders.

ARTICLE VII

SUBSCRIBER

The name and post office address of the subscriber to these Articles of Incorporation are:

Name

Address

Lori E. Bell

4280 13th Lane N.E.
St. Petersburg, Florida 33703

ARTICLE VIII

BY-LAWS

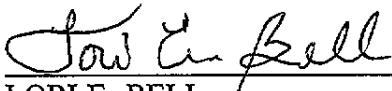
The Board of Directors is authorized to adopt By-Laws, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates and provisions prohibiting the transfer of the stock of the corporation and of the preemptive rights to such stock, provided such By-Laws are not contrary to the laws of the State of Florida.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders' meeting by a majority, or such greater number as may be specified in the By-Laws, of the shares of stock entitled to vote thereon unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 13 day of May, 2002.



LORI E. BELL

STATE OF FLORIDA

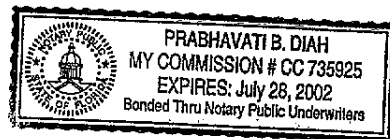
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 13 day of May, 2002, before me personally appeared LORI E. BELL, known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged under oath before me that she executed the same for the purposes therein expressed.

Prabha B. Diah

NOTARY PUBLIC

My commission expires: *July 28, 2002*



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

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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 agent, in the State of Florida.

1. The name of the corporation is: Paycheck Marketing, Inc.
2. The name and address of the registered agent and office is:

Lori E. Bell

(NAME)

4280 13th Lane N.E.

(P.O. BOX NOT ACCEPTABLE)

St. Petersburg, Florida 33703

(CITY/STATE/ZIP)

SIGNATURE: Lori E. Bell

Lori E. Bell

TITLE: President

DATE: May 13, 2002

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 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.

SIGNATURE: Lori E. Bell

DATE: 5-13-02

REGISTERED AGENT FILING FEE: \$35.00