

P02000066539

TRANSMITTAL LETTER

EFFECTIVE DATE

6-15-02

FILED

02 JUN 14 PM 3:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DENNIS IMHOFF
102 MCKINLEY AVE.
COCOA BEACH, FL 32931

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

600005766906--5

-06/14/02--01026--019

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

MAY 30, 2002

SUBJECT: ADEPT PAYROLL SERVICES, INC.

ENCLOSED IS AN ORIGINAL AND ONE COPY OF THE ARTICLES OF
INCORPORATION AND A CHECK FOR \$ 78.75 FOR THE FILING AND A
CERTIFIED COPY.

THANK YOU,


DENNIS IMHOFF

DB 6/17

EXPIRATION DATE

16-15-03

FILED
02 JUN 14 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be: ADEPT PAYROLL SERVICES, INC..

ARTICLE II. PURPOSE

- First: The purpose for which this corporation is organized is to develop payroll services and sell these services to the general public and other businesses. This corporation is also organized to offer other accounting and bookkeeping services as necessary to offer payroll services.
- Second: The foregoing purpose and activities will be interpreted as examples only and not limitations, nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purpose which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.
- Third: The corporation is organized to transact any and all business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III. PRINCIPAL OFFICE

The principal office and mailing address of the corporation shall be:
102 McKinley Ave.
Cocoa Beach, Fl 32931

ARTICLE IV. SHARES

The corporation shall have the authority to issue one hundred shares of common stock, in one class only, each having a par value of one dollar.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the registered agent is:
Dennis Imhoff
102 McKinley Ave.
Cocoa Beach, Fl 32931

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
Dennis Imhoff
102 McKinley Ave.
Cocoa Beach, Fl 32931

ARTICLE VII. DATE OF INCORPORATION

The date of incorporation shall be: June 15, 2002.

ARTICLE VIII. BYLAWS

The corporation bylaws shall establish:

1. Provisions concerning management and regulations of the affairs of the corporation.
2. Powers of the corporation, board of directors, and shareholders.
3. Officers and their duties.
4. Provisions for personal liability of shareholders.
5. Any provision required or permitted to be set forth in the bylaws.

I hereby accept the appointment as Registered Agent and agree to act in this capacity.



Signature / Registered Agent

Dennis Imhoff
102 McKinley Ave.
Cocoa Beach, Fl 32931

30 May 02
Date

FILED
02 JUN 14 PM 3:01
TALLAHASSEE, FLORIDA
CLERK OF SUPERIOR COURT

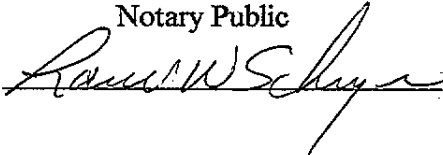
The undersigned incorporator has executed these Articles of Incorporation this _____ day of May 2002.


Signature / Incorporator

Dennis Imhoff
102 McKinley Ave.
Cocoa Beach, Fl 32931

In witness whereof, I have hereunto set my hand and official seal at Cape Canaveral, State of Florida this 30 day of May, 2002. Dennis Imhoff is personally known to me.

Notary Public



My commission expires



Lawrence W. Schryer
Commission # DD000330
Expires March 11, 2003
Bonded To:
Atlantic Bonding Co., Inc.