Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314 800007192548--3 -08/19/02--01028--011 *****78.75 ******78.75

SUBJECT:

PAY PRO ENTERPRISES, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 78.75 payable to "Department of State"

for

Filing Fee & Certificate of Status

From:

TERRI SUTTON

2324 N.E. 19TH AVE.

CAPE CORAL, FL 33909

PHONE NUMBER (239) 574-2873

FILED

02 AUG 19 PH 2: 50

SECRETARY OF STATE
AHASSEE, FLORIDA

8/20

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

PAY PRO ENTERPRISES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2324 N.E. 19TH AVE.

CAPE CORAL, FL 33909

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

5000 Shares - No Par Common Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

TERRI SUTTON

2324 N.E. 19TH AVE.

CAPE CORAL, FL 33909

ARTICLE V PURPOSE

The purpose for which the corporation is organized is:

ACCOUNTING AND PAYROLL SERVICES

ARTICLE VI INCORPORATORS

The name(s) and street address(s) of the incorporator(s) to these Articles of Incorporation is(are):

TERRI SUTTON, PRESIDENT

2324 N.E. 19TH AVE.

CAPE CORAL, FL 33909

The undersigned incorporator(s) has(have) executed these articles of Incorporation this

utton President 8-14-02

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the state of Florida.

1. The name of the corporation is:

PAY PRO ENTERPRISES, INC.

2. The Name and address of the registered agent and office is:

TERRI SUTTON

2324 N.E. 19TH AVE.

CAPE CORAL, FL 33909

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 the 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

8-14-02 Date