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CLEARWATER, FL 33759

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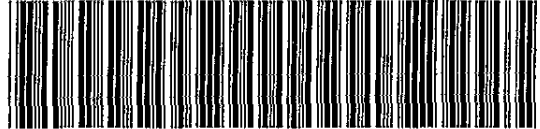
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*Amend.*

V SHEPARD MAY 12 2003

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

\_\_\_\_\_  
WagePoint, Inc.

\_\_\_\_\_  
(present name)

\_\_\_\_\_  
P03000003175

\_\_\_\_\_  
(Document Number of Corporation (If known))

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article VI is added entitled "Initial Officers."

The President of the Corporation is Brian J. Meharry.

The Treasurer/COO of the Corporation is Robert W. Mills.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

**THIRD:** The date of each amendment's adoption: 4/21/2003

**FOURTH:** Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 29 day of April, 2003

Signature \_\_\_\_\_

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Brian J. Meharry

(Typed or printed name)

Director

(Title)