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From:

Account Name : COMITER & SINGER, LLP
Account Number : I20000000085
Phone : (561) 626-4742
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FLORIDA PROFIT CORPORATION OR P.A.

Capital Payroll Solutions, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

2-3-03
[Signature]

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**ARTICLES OF INCORPORATION
OF
CAPITAL PAYROLL SOLUTIONS, INC.**

In compliance with Chapter 607, F.S. (Profit)

ARTICLE I—NAME

The name of the corporation shall be: CAPITAL PAYROLL SOLUTIONS, INC.

ARTICLE II—PRINCIPAL OFFICE

The principal place of business/mailling address is: % Barnett Management, 3680 Investment Lane, Suite 1, Riviera Beach, FL 33404.

ARTICLE III—PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IV—SHARES

The number of shares of stock authorized is one thousand (1000) common shares, par value One Dollar (\$1.00) per share.

ARTICLE V—INITIAL OFFICERS/DIRECTOR

The name, address and offices are: Daniel S. Barnett—President/Treasurer/Secretary/Director, % Barnett Management, 3680 Investment Lane, Suite 1, Riviera Beach, FL 33404.

ARTICLE VI—REGISTERED AGENT

The name and Florida street address of the registered agent is: Rose Mora, % Barnett Management, 3680 Investment Lane, Suite 1, Riviera Beach, FL 33404.

ARTICLE VII—INCORPORATOR

The name and address of the incorporator is: Daniel S. Barnett, % Barnett Management, 3680 Investment Lane, Suite 1, Riviera Beach, FL 33404.



Daniel S. Barnett—Incorporator

Date: January 31, 2003

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Rose Mora—Registered Agent

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Date: January 31, 2003

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