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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FILED
2003 MAR 12 AM 8:57
STATE
6070A

**FLORIDA PROFIT CORPORATION OR P.A.
MASTERCHECK EMPLOYER SERVICES INCORPORATED**

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| Certificate of Status | 0 |
| Certified Copy | 1 |
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ARTICLES OF INCORPORATION

OF

MASTERCHECK EMPLOYER SERVICES INCORPORATED

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

MasterCheck Employer Services Incorporated

ARTICLE II - DURATION

This corporation shall commence existence upon the date of filing with the Division of Corporations, State of Florida, and shall have perpetual existence unless dissolved according to Florida law.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address is:

4700 Hiatus Road, Suite 359
Sunrise, Florida 33351

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - SHARES

The aggregate number of shares which this corporation shall have authority to issue is One Hundred (100) shares having an individual par value of \$ 1.00.

Unless otherwise stated in these Articles, or in an amendment to these Articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI - REGISTERED AGENT

The name and Florida street address of the initial Registered Agent is:

Loretta A. Kenna, Esquire
4700 Hiatus Road, Suite 359
Sunrise, Florida 33351


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ARTICLE VII - INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

**Loretta A. Kenna, Esquire
Law Office of Loretta A. Kenna
P.O. Box 450507
Sunrise, Florida 33345**

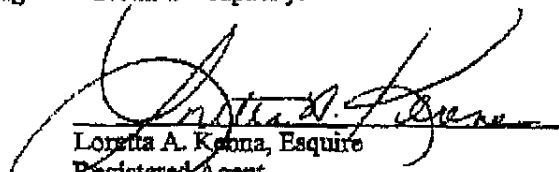
The undersigned has executed these Articles of Incorporation this 12th day of March, 2003.


**Loretta A. Kenna, Esquire
INCORPORATOR**

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

MASTERCHECK EMPLOYER SERVICES INCORPORATED

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in the Articles of Incorporation, I am familiar with and accept the obligations of my position as Registered Agent. I accept the appointment as Registered Agent and agree to act in this capacity.


**Loretta A. Kenna, Esquire
Registered Agent**

Prepared by:

**Loretta A. Kenna, Esquire
Law Office of Loretta A. Kenna
P.O. Box 450507
Sunrise, Florida 33345
Phone No.: (954) 476-8830
FBN: 0642193**