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03 JUN 9 PM 3:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Sutton
2324 NE 19th Ave
Cape Coral, FL
33909
(Address)

(City/State/Zip/Phone #)

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ARTICLES OF INCORPORATION

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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 NE 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 Share-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 NE 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 NE 19th AVE.

CAPE CORAL, FL 33909

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

6th day of June, 2003.

Terri Sutton - President
Signature and Title

6-6-2003
Date

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**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 NE 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.

Terri Sutton
Signature

6-6-2003
Date