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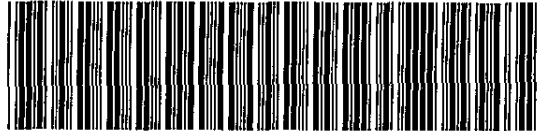
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TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

H & H Payroll & Benefit Solutions, Inc

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
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wc 9/21 11:00

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**ARTICLES OF INCORPORATION
OF
H & H PAYROLL AND BENEFIT SOLUTIONS, INC.**

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ARTICLE I. NAME

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation shall be H & H PAYROLL AND BENEFIT SOLUTIONS, INC., a Florida Corporation.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the SECRETARY OF STATE. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of promoting and operating a business engaging in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 50,000 shares of common capital stock, \$1.00 par value common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rate share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be three (3). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

NAME:	ADDRESS:
Rebecca M. Haggerty, President/Treasurer	10332 Saville Rowe Lane Tampa, FL 33626
James W. Haggerty, Jr., Vice-President/Secretary	10332 Saville Rowe Lane Tampa, FL 33626

ARTICLE VII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 10332 Saville Rowe Lane, Tampa, FL 33626.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: REBECCA M. HAGGERTY.

ARTICLE VIII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: REBECCA M. HAGGERTY, 10332 Saville Rowe Lane, Tampa, FL 33626.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE X. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen (15) days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately

prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation. A copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE XI. CALLING OF SPECIAL MEETINGS

The President, Vice-President, Secretary or Treasurer may call special meetings of the shareholders.

ARTICLE XII. SHAREHOLDER QUORUM AND VOTING

51% of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII. APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not that approval is required by law.

ARTICLE XIV. CONDUCT OF CORPORATE BUSINESS

The business and affairs of this corporation shall be conducted upon a majority vote of shareholders of the corporation. Each shareholder shall be entitled to one vote for each share of stock held by that shareholder.

ARTICLE XV. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVI. MEETINGS BY CONFERENCE TELEPHONE

Shareholders may participate in meetings of the shareholders by means of conference telephone.

ARTICLE XVII. REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the shareholders when the reduction is not accompanied by an action requiring or constituting an amendment of the articles of incorporation.

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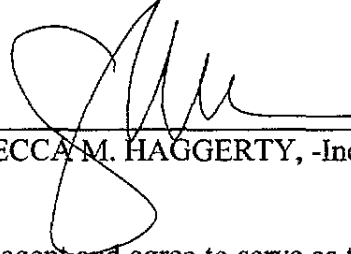
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XVIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

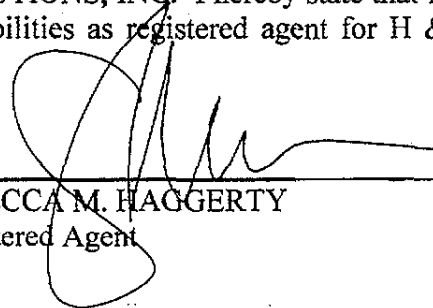
ARTICLE XIX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



REBECCA M. HAGGERTY, -Incorporator


I hereby accept my designation as resident agent and agree to serve as the resident agent of H & H PAYROLL AND BENEFIT SOLUTIONS, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for H & H PAYROLL AND BENEFIT SOLUTIONS, INC.



REBECCA M. HAGGERTY
Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On February 16, 2005, Rebecca M. Haggerty, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of H & H PAYROLL AND BENEFIT SOLUTIONS, INC.


Notary Public