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TRANSMITTAL LETTER

Department of State Division of Corporations P. O. Box 6327 Taliahassee, FL 32314

BJECT: PATS	MART EMPLOYEE SERVICES, II (PROPOSED CORPORA	TE NAME – <u>MUST INCL</u>	UDE SUFFIX)
sed are an ori	ginal and one (1) copy of the arti	cles of incorporation and	l a check for:
\$70.00 Filing Fee	■ \$78.75 Filing Fee & Certificate of Status	\$78.75 Filing Fee & Certified Copy ADDITIONAL CO	& Certificate of Status
FROM:	JOAN C. WALTON		
	1720 ELJOBEAN RD. #108	(Printed or typed) Address	
	PORT CHARLOTTE, FL 33948-1	286 State & Zip	
	941-766-1600	elephone number	

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

July 27, 2005

JOAN C. WALTON 1720 ELJOBEAN RD #108 PORT CHARLOTTE, FL 33948-1286

SUBJECT: PAY SMART EMPLOYEE SERVICES, INC.

Ref. Number: W05000035514

We have received your document for PAY SMART EMPLOYEE SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please remove two of the names and address in article IV, you can have only one registered agent.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch Document Specialist New Filings Section

Letter Number: 005A00048781

ARTICLES OF INCORPORATION OF PAYSMART EMPLOYEE SERVICES, INC..

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

The name of the corporation shall be:

PAY SMART EMPLOYEE SERVICES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1720 ELJOBEAN RD. #108 PORT CHARLOTTE, FL 33948-1286

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agents is (are): I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT.

JOAN C. WALTON - PRESIDENT 1533 YANCY STREET PORT CHARLOTTE, FL. 33952

ARTICLE V INCORPORATOR

The name(s) and street address of the incorporator(s) to these Articles of Incorporation is (are):

JOAN C. WALTON - PRESIDENT 1533 YANCY ST PORT CHARLOTTE, FL 33952

ARTICLE VI INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

1533 YANCY ST... PORT CHARLOTTE, FL 33952

JOAN C. WALTON - PRESIDENT HILDA A FINK-VICE PRES. MARY A NOLAN-DIR. 2055 ELLERY ST 2788 ROYAL PALM DR. PORT CHARLOTTE, FL. 33952 NORT PORT, FL. 34288

ARTICLE VII EXISTENCE

This corporation shall commence its existence upon filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE VIII PURPOSE

This corporation is organized for the purpose of engaging in all matters pertaining to PAYROLL LEASING and for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IX POWERS

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

ARTICLE X INDEMNIFICATION

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

ARTICLE XI AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholder(s) is subject to revision.

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

JOAN C. WALTON - PRESIDENT Registered agent/Incorporator