

**Electronic Articles of Incorporation
For**

P05000157825
FILED
December 01, 2005
Sec. Of State
jshivers

PAYROLL DIRECT, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

PAYROLL DIRECT, INC.

Article II

The principal place of business address:

210 N. UNIVERSITY DRIVE
SUITE 707
CORAL SPRINGS, FL. US 33071

The mailing address of the corporation is:

210 N. UNIVERSITY DRIVE
SUITE 707
CORAL SPRINGS, FL. US 33071

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

JOHN A LAUDADIO
210 N. UNIVERSITY DRIVE
SUITE 707
CORAL SPRINGS, FL. 33071

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: JOHN LAUDADIO

Article VI

The name and address of the incorporator is:

JOHN A. LAUDADIO
210 N. UNIVERSITY DRIVE
SUITE 707
CORAL SPRINGS, FL 33071

Incorporator Signature: JOHN LAUDADIO

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: D
JOHN A LAUDADIO
210 N. UNIVERSITY DRIVE, SUITE 707
CORAL SPRINGS, FL. 33071 US

Title: D
MELISSA A WHEELER
210 N. UNIVERSITY DRIVE, SUITE 707
CORAL SPRINGS, FL. 33071 US

Article VIII

The effective date for this corporation shall be:

01/01/2006