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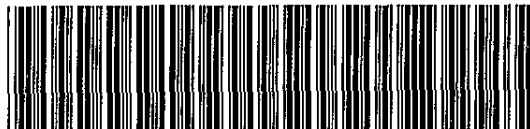
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2005 DEC 13 AM 8:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: PROFESSIONAL PAYROLL SOLUTIONS II, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: SUSAN H ZSEBE

Name (Printed or typed)

1202 SE 20TH ST

Address

CAPE CORAL, FL 33990

City, State & Zip

239-242-9976

Daytime Telephone number

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

ARTICLES OF INCORPORATION

-of-

PROFESSIONAL PAYROLL SOLUTIONS II, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I. Name:

The name of the Corporation is PROFESSIONAL PAYROLL SOLUTIONS II, INC..

ARTICLE II. Duration:

The term of existence of the corporation is perpetual.

ARTICLE III. Purpose:

Providing payroll services to businesses.

The corporation may also transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. Capital Stock:

The aggregate number of shares, which the corporation is authorized to issue, is 100. Such shares will be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V. Preemptive Rights Granted:

Each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional share of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe or to acquire such shares, which may be issued at any time by the corporation after 100 shares are issued and fully paid.

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TALLAHASSEE, FLORIDA

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ARTICLE VI. Registered Office:

The street address of the initial registered office of the corporation is: 1202 SE 20th Street, Cape Coral, FL 33990 and the name of the registered agent is: Susan H. Zsebe.

The principle office and the corporate headquarters shall be located at the street address of 1202 SE 20th Street, Cape Coral, FL 33990, with a mailing address of 1202 SE 20th Street, Cape Coral, FL 33990, and such principle office address may be changed from time to time;

ARTICLE VII. Special Meetings:

Special meeting of the stockholders may be called at any time for the purpose by any officer or director of the corporation or by holders of 50% of all outstanding shares.

ARTICLE VIII.

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose. If:

a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which approves, authorizes or ratifies the contract or transaction by the vote or consent sufficient for the purpose without counting the votes or consents of such interested directors:

b) The fact of such relationship or interest is disclosed or know to the stockholders entitled to vote and they authorize, approve or ratify such contract or transaction by the vote or written consent; or

c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or the stockholders.

As to (b), a majority vote of the shares is necessary, however party shares owned or controlled by the director who has an interest in the transaction set out aboce may not be counted under (b).

ARTICLE IX.

Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to the board of directors.

ARTICLE X.

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws and the name and address of the initial directors of the corporation are: DYLAN R. ZSEBE of 3326 SW 29th Avenue, Cape Coral, FL 33914 and SUSAN H. ZSEBE of 1202 SE 20th Street, Cape Coral, FL 33990.

ARTICLE XI.

The name and address of the incorporator is: SUSAN H. ZSEBE, 1202 SE 20TH St, Cape Coral, FL 33990.

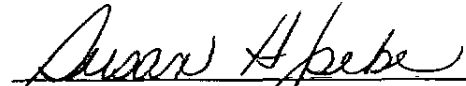
ARTICLE XII. Commencement of Existence:

The corporation shall be deemed to commence its existence on the date of filing of these Articles of Incorporation by the Department of State.

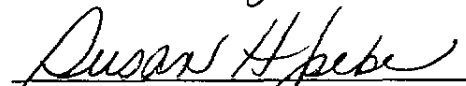
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 8 day of December 2005.

Having been named to be accept service of process for PROFESSIONAL PAYROLL SOLUTIONS II, INC. at he place designates in the Articles of Incorporation, the undersigned is familiar with and accepts the appointment as registered agent and the obligations of that position pursuant to F.S. 607-0501(3).

Dated: December 8, 2005


SUSAN H. ZSEBE, Registered Agent

Dated: December 8, 2005


SUSAN H. ZSEBE, Incorporator