

**Electronic Articles of Incorporation
For**

P07000069262
FILED
June 13, 2007
Sec. Of State
jshivers

PAYROLL USA II, 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 USA II, INC.

Article II

The principal place of business address:

4912 26TH STREET WEST
200
BRADENTON, FL. US 34207

The mailing address of the corporation is:

4912 26TH STREET WEST
200
BRADENTON, FL. US 34207

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:

LUCIEN C LATREILLE
10155 CHERRY HILLS AVE CIR
BRADENTON, FL. 34202

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

P07000069262
FILED
June 13, 2007
Sec. Of State
jshivers

Registered Agent Signature: LUCIEN C LATREILLE

Article VI

The name and address of the incorporator is:

LUCIEN C LATREILLE
10155 CHERRY HILLS AVE CIR

BRADENTON, FL 34202

Incorporator Signature: LUCIEN C LATREILLE

Article VII

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

Title: P
LUCIEN C LATREILLE
10155 CHERRY HILLS AVE CIR
BRADENTON, FL. 34202 US

Title: VP
GRACE C LATREILLE
10155 CHERRY HILLS AVE CIR
BRADENTON, FL. 34202 US

Article VIII

The effective date for this corporation shall be:

06/12/2007