

TO REGISTRATION SECTION
DIVISION OF CORPORATIONS

P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Smart Pay, Inc.

FILED
55 MAR 14 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Dear Sir or Madam:

The enclosed ARTICLES OF INCORPORATION and check are being submitted for INITIAL registration as a Florida Corporation. Please return a certificate of status.

Please return all correspondence concerning this matter to the following:

William W. Malone
Smart Pay, Inc.
4444 Merrimac Avenue
Jacksonville, Fl. 32210

Should you need to call someone concerning this matter, please call William W. Malone at 904-388-5700.

Sincerely,

William W. Malone

William W. Malone

3-11-1995

NR Saw!

3/5/95
[Signature]

ARTICLES OF INCORPORATION
OF
SMART PAY, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of this business is:
Smart Pay, Inc.

SECOND: The general nature of the business or businesses to be transacted is as follows:

To do all and everything necessary and proper for the accomplishment of the objects necessary or incidental to the benefit and protection of the corporation, and to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida including, but not limited to:

To own and operate a retail commercial service business providing payroll services; to engage in providing guidance and aid in an advisory capacity therein.

To issue bonds, debentures, or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To conduct business, have one or more offices, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property in this state.

To take, hold, sell, and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness, created by any other corporation of this state or any other state or government, and to maintain margin accounts with stock brokerage firms, in order to facilitate such dealings. While owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

To purchase, hold, sell, and transfer shares of its own capital stock, provided that this corporation shall not purchase any of its own capital stock except from the surplus of its assets over liabilities that include capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

To acquire, to pay for in cash, stock, or bonds of this corporation or otherwise, the good will, rights, assets, and property, and to undertake or assume the whole or any part thereof the obligations or liabilities of any person, firm, association, or corporation.

To contract and borrow money at such rates of interest, not to exceed the lawful interest rate, and upon such terms as it or its board of directors may deem necessary or expedient and shall authorize or agree upon; to issue and sell bonds, debentures, notes, and other evidence of indebtedness, whether secured or unsecured; and to execute such mortgages, or other instruments upon or encumbering its property or credit, to secure the payment of money borrowed or owed by it, as occasion may require and the board of directors deem expedient or necessary.

To make gifts for educational, scientific, or charitable purposes.

The foregoing clauses will be construed as both objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

THIRD: The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of the par value of One Dollar (\$1.00) each.

FOURTH: This corporation is to have perpetual existence. Corporate existence shall be effective upon the filing of these Articles with the State of Florida.

FIFTH: The principal office of this corporation will be 4444 Merrimac Ave., Jacksonville, Florida 32210.

SIXTH: The number of its directors shall not be less than one (1), but may be such greater number as may be elected by the stockholders from time to time.

SEVENTH: The names and post office addresses of the members of the first board of directors, who shall hold office for the first year of existence of this corporation, or until his successors are elected or appointed and have qualified are:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
William W. Malone	P. O. Box 7694 Jacksonville, Fl. 32238

EIGHTH: The name and post office address of the subscriber of the Articles of Incorporation is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
William W. Malone	P. O. Box 7654 Jacksonville, Fl. 32211

NINTH: The street address of the initial registered office of this corporation is 4444 Merrimac Ave., Jacksonville, Florida,

32210, and the same name of the individual registered agent of this corporation at this address is William W. Malone.

TENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and to alter the bylaws of this corporation, to set the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

To determine and set the compensation of the officers, directors, agents, and employees this corporation; and to adopt any profit-sharing plan or program, or any stock option plan, program, or any other benefit plan or program, and to determine the contributions to be made by this corporation thereto; to enter into employment contracts with agents and employees of this corporation, and to provide therein for regular compensation, bonuses, stock options, deferred compensation, retirement, and other benefits. The interest of any director in any of the foregoing statements shall not disqualify such director from participation in the consideration of such free matter, or from voting thereon, and shall not affect the validity of any action of the board of directors in respect of such matters.

In accordance with the provisions of Florida Statutes, it designate, from its members, an Executive Committee, a Nominating Committee, and other appropriate standing committees which shall have all the authority of the board of directors, except as limited by applicable security provisions.

Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the board of directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and its corporate franchise, or any property or assets essential to the business of the corporation, upon such terms and conditions as its board of directors deems expedient and for the best interests of the corporation.

This corporation may, in its bylaws, confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

Both stockholders and directors shall have power, if the bylaws so provide, to hold their meetings, and to have one

or more offices within out without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) inside or outside the State of Florida at such places as may be from time to time designated by the board of directors.

Any action of the stockholders of this corporation may be taken without a meeting pursuant to the procedure required by Florida law. Such action shall have the same force and effect as a vote taken at a meeting. Action taken by the board of directors of this corporation without a meeting shall also nevertheless constitute board action, with the same force and effect as that taken by an unanimous vote of the directors at a meeting, if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the board of directors, whether done before or after so taken.

ELEVENTH: This corporation reserves the right to amend, alter, repeal, or otherwise change any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, the undersigned, being the sole original subscriber herein before named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and

accordingly have hereunto set our hands and seals this ^{eleventh} tenth day of March, 1995.

Signed, sealed, and delivered in
in the presence of:

Susan M. Nuttall
Susan M. Nuttall

William W. Malone
William W. Malone

Bart Colbert
Bart Colbert

STATE OF FLORIDA

:SS

COUNTY OF DUVAL

BE IT REMEMBERED, that on this ^{eleventh} tenth day of March, 1995, personally came before me, Henry C. Newcomer ^{William W. Malone} J.G., a Notary Public for the State of Florida, William W, Malone, party to the foregoing Articles of Incorporation, known to me personally to be such, and acknowledge the said Articles to be the act and deed of the signer, and that the facts therein stated are truly set forth.

Identification - Drivers license

GIVEN under my hand and seal of office the day
aforesaid.

RECEIVED
AUG 14 AM 10:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Henry C. Newcomer

Notary Public--State of Florida at Large

My Commission expires: _____



OFFICIAL SEAL
HENRY C. NEWCOMER
My Commission Expires
Aug. 5, 1996
Comm. No. CC 221914

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

RECEIVED
MAR 14 11:05:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this Smart Pay, Inc. desiring to organize under the laws of the state of Florida with its principal place of business located in the city of Jacksonville, State of Florida, has named William W. Malone located at 4444 Merrimac Avenue, Jacksonville, FL 32210 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

William W. Malone
William W. Malone

3-11-95
Date