

P950000262B

PAYROLL SOLUTIONS, INC.
121 E. Charlotte Avenue
Punta Gorda, Florida 33983

February 27, 1995

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

TO WHOM IT MAY CONCERN

Please find enclosed our check in the amount of One Hundred
Twenty-two Dollars and Fifty Cents (\$122.50) being payment for
Incorporation Fees.

Very truly yours,

Shirley C. Sours

Shirley C. Sours
President

SCS/gam
Enclosures

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***122.50

FILED
95 MAR 30 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1095-4652

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JD

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 2, 1995

SHIRLEY C. SOURS
121 E. CHARLOTTE AVENUE
PUNTA GORDA, FL 33983

SUBJECT: PAYROLL SOLUTIONS, INC.
Ref. Number: W95000004652

We have received your document for PAYROLL SOLUTIONS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return 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 (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 995A00009364

ARTICLES OF INCORPORATION
OF
PAYROLL SOLUTIONS, INC.

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95 MAR 30 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, 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 AND DURATION

The name and address of the corporation shall be

PAYROLL SOLUTIONS, INC.
121 East Charlotte Avenue
Punta Gorda, Florida 33950

This corporation shall have perpetual existence.

ARTICLE II

PURPOSES

The corporation is organized for the following purposes:

1. To engage in the operation of employee leasing, and
2. To engage in or transact any other lawful trade or business.

[Handwritten signature]

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Section 607.167 of the Florida General Corporation Act, the existence of this corporation shall commence on the date of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE IV

CORPORATE STOCK

This corporation shall have an authorized capital of 100 shares of common stock with a par value of \$ 1.00 per share.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the corporation shall be:

Shirley C. Sours

and the office of its initial registered agent shall be at:

121 East Charlotte Avenue
Punta Gorda, Florida 33950

ARTICLE VI

RESTRICTION ON TRANSFER OF STOCK

If, at any time, a majority or more of the shareholders of the corporation enter into an agreement between and among themselves and the corporation to restrict transfer of the stock of the corporation, the corporation shall thereafter refuse to recognize

Shirley C. Sours

any transfer of stock of the corporation unless the same is in conformity with the terms and conditions of the agreement. The preceding sentence shall not apply unless a copy of such agreement is on file in the principal office of the corporation, and unless notice of the existence of such restrictions is noted conspicuously on the face or back of the certificates of stock. For purposes of this paragraph;, the term "transfer" includes any sale, assignment or pledge of stock of the corporation.

ARTICLE VII

MANAGEMENT OF CORPORATE AFFAIRS

The corporation shall have a board of directors consisting of up to five directors. The name and address(es) of the initial director(s) of this corporation are:

Shirley C. Sours
121 East Charlotte Avenue
Punta Gorda, Florida 33950

Georgia A. Martin
121 East Charlotte Avenue
Punta Gorda, Florida 33950


ARTICLE VIII

INCORPORATOR(S)

The name and address of the initial incorporator(s) are:

Shirley C. Sours
121 East Charlotte Avenue
Punta Gorda, Florida 33950

Georgia A. Martin
121 East Charlotte Avenue
Punta Gorda, Florida 33950



ARTICLE IX

BY-LAWS

The power to make, alter, amend, and rescind the by-laws of the corporation shall be reserved to the stockholders of the corporation.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION



This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment thereto, and any right conferred upon the stockholders is subject to this reservation.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify any officer or former officer to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 29 day of March, 1995.


Shirley G. Sours

Georgia A. Martin

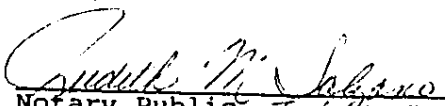


STATE OF FLORIDA
COUNTY OF CHARLOTTE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

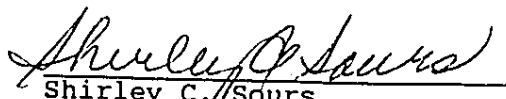
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above to take acknowledgements, personally appeared Shirley C. Sours and Georgia A. Martin, well known and known to me to be the person(s) who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed their names to said Articles of Incorporation freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Punta Gorda, Charlotte County, Florida, this 29 day of March, 1995.


Notary Public *Judith M. Salzano* CC119468
State of Florida
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP JUNE 19, 1995
PAID THRU GENERAL INS. UNK.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN named to accept service of process for the above stated corporation, the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.


Shirley C. Sours

