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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1	
•	tion Name) (Document #)
2. (Софота	fon Name) (Document #)
3. (Capaci	ion Name) (Document #)
4.	
(Corpora	ton Name) (Dooument #)
Walk in	ick up time Certified Copy
Mail out	Will wait Photocopy Certificate of Status
NEW FILINGS	AMENDMENTS
Profit	Amendment
NonProfit	Amendment Resignation of R.A., Officer/Director 5/11/95
Limited Liability	Change of Registered Agent
Domestication	Dissolution/Withdrawal ()
Other	Memer

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

-	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

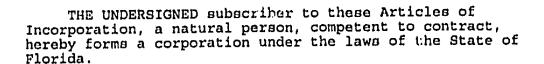
Examiner's Initials

CR2E031(10/92)

ARTICLES OF INCORPORATION

OF

FLORIDA PAYROLL AND BUSINESS CONSULTING, INC.



ARTICLE I - NAME

The name of this corporation is FLORIDA PAYROLL AND BUSINESS CONSULTING, INC.

ARTICLE II - NATURE OF BUSINESS

To the same extent as natural persons might or could do, the Corporation shall have the power:

- A. To carry on any lawful business whatsoever which the Corporation may deem proper or convenient, or which may be intended directly or indirectly to promote the interests of the Corporation or to enhance the value of its property.
- B. To do all things contemplated by, and to have all powers set forth in, Chapter 607.011, Florida Statutes, 1983, and as amended thereafter.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares of Common Stock. Such shares shall be of a single class, and shall have a par value of ONE DOLLAR (1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be either for services of value rendered to the Corporation or cash.

ARTICLE IV - DURATION OF EXISTENCE

This Corporation is to have perpetual existence.

STATE STATES

ARTICLE V - RESIDENT AGENT AND ADDRESS

The street address of the initial registered office of the Corporation in the State of Florida and principal place of business shall be 3075 Maple Trace, Tarpon Springs, FL 34689 and the name of its initial Registered Agent at such address is William T. Conklin. The corporation may have and establish offices, conduct business and promote its objectives within any part of the State of Florida, or in any state, District of Columbia, and territories and colonies of the United States and in foreign countries, as the Directors may designate.

ARTICLE VI - DIRECTORS

The management and control of the Corporation shall be vested in a Board of Directors of not less than One (1) Director. The number of Directors may be increased or decreased from time to time by Amendment to the Articles of Incorporation. Attendance by a majority of the Directors present at any meeting shall constitute a quorum. A majority of those Directors present at any meeting must vote in favor of any motion, resolution or action taken in order that same become effective and be the act and deed of the Corporation. The Board of Directors shall be elected by the holders of Common Stock of the Corporation.

The name and street address of the initial members of the Board of Directors is as follows:

NAME

ADDRESS

WILLIAM T. CONKLIN

3075 Maple Trace Tarpon Springs, FL 34689

ARTICLE VII - INCORPORATORS

The name and street address of the Incorporators of this Corporation is as follows:

NAME

ADDRESS

WILLIAM T. CONKLIN

3075 Maple Trace Tarpon Springs, FL 34689

ARTICLE VIII - OFFICERS

The names of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are as follows:

President Secretary/Treasurer William T. Conklin William T. Conklin

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the Florida Statutes in effect at the time the Amendment is enacted. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intentions that a certain Amendment of these Articles of Incorporation be made.

ARTICLE X - SEAL

The seal of the Corporation shall be a circular impression with the name FLORIDA PAYROLL AND BUSINESS CONSULTING INC. around the border and the words "Florida Seal 1994" in the center.

IN WITNESS WHEREOF, the undersigned Subscriber, as Incorporator of the above-named Corporation, does hereby subscribe his name and acknowledge the execution of the same on this ______ day of May, 1995.

WILLIAM T. CONKLIN

COUNTY OF THE COUNTY OF

On this day personally appeared before me, the convenience authority, duly authorized to administer outline and take acknowledgments, WILLIAM T. CONKLIN to me wall known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed said instrument, freely and voluntarily for the purposes therein expressed,

witness my hand and official seal at received Automotives in said County and State, this 5 day of May, 1995.

STEFANIE J. MALONE Neary Public, State of Florin, My cames, expires Feb. 20, 1996 Cames, No. CC 182027 Nothing Public Stelnnie J. Malon-e

ACCEPTANCE BY RESIDENT AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the Articles, I do hereby accept to act in this capacit, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this \[\frac{\gamma}{2} \] day of May, 1995.

WILLIAM T. CONKLIN