P96000003372

FILED
96 JAN -8 PM 6:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 3, 1996

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-01/08/96--01080--020
*****70.00 *****70.00

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

Re: ACTION PAYROLL CORPORATION

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of $70.00.

This represents the cost of the Filing Fees and the Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

ACTION PAYROLL CORPORATION
600 Bypass Drive Suite 115
Clearwater, Florida 34624
(813) 799-1040

D. BROWN JAN 1 0 1996

FILED
96 JAN -9 PM 6:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
ACTION PAYROLL CORPORATION

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby adopts these articles and forms a corporation under the Florida Business Corporation Act.

ARTICLE I - CORPORATE NAME AND MAILING ADDRESS

The name of the corporation is: ACTION PAYROLL CORPORATION
The mailing address and principal place of business is:
600 Bypass Drive Suite 115
Clearwater, Florida 34624

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand shares (1000) of One Dollar ($1.00) par value Common Stock which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:
Michael L. Bruno
600 Bypass Drive Suite 115
Clearwater, Florida 34624

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is as follows:

Michael L. Bruno
600 Bypass Drive Suite 115
Clearwater, Florida 34624

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
Michael L. Bruno
600 Bypass Drive Suite 115
Clearwater, Florida 34624

The undersigned incorporator has executed these Articles of Incorporation this 4th day of January, 1996

Michael L. Bruno

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96 JAN -9 PM 6:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to Florida Statutes Sections 607.0501 or 617.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is:
ACTION PAYROLL CORPORATION

2. The name and address of the registered agent and office is:
Michael L. Bruno
600 Bypass Drive Suite 115
Clearwater, Florida 34624

ACKNOWLEDGEMENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Michael Bruno
(registered agent)

1-4-96
(date)

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PAGE 01

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FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

(((H97000000775 1)))

TO: DIVISION OF CORPORATIONS
(904)922-4000
FAX #:

FROM: MICHAEL L. BRUNO
075350000515
ACCT#:
CONTACT: MICHAEL BRUNO
PHONE: (813)799-1040
(813)799-9656
FAX #:

NAME: ACTION PAYROLL CORPORATION
AUDIT NUMBER......H97000000775
DOC TYPE..........BASIC AMENDMENT
CERT. OF STATUS..0 PAGES....... 1
CERT. COPIES......0 DEL.METHOD.. FAX
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TALLAHASSEE, FLORIDA

97 JAN 14 PM 1:45
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c l igure
Linda

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 14, 1997

ACTION PAYROLL CORPORATION
600 BYPASS DRIVE
SUITE 115
CLEARWATER, FL 34624

SUBJECT: ACTION PAYROLL CORPORATION
REF: P96000003372

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6902.

Linda Stitt
Corporate Specialist

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

ACTION PAYROLL CORPORATION

Pursuant to the provision of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: ARTICLE I of the original Articles of Incorporation is amended to read as follows:

ARTICLE I - CORPORATE NAME AND MAILING ADDRESS

The name of the corporation is: ACTION TAX SERVICE OF TAMPA BAY, INC.
The mailing address and business address are:
600 Bypass Drive Suite 115
Clearwater, Florida 34624

SECOND: There are no exchanges, reclassifications, or cancellation of issued shares.

THIRD: The date of the amendment's adoption is January 13, 1997

FOURTH: The amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 14th day of January, 1997.

ACTION TAX SERVICE OF TAMPA BAY, INC.

By ______________________
Michael L. Bruno, Incorporator

Prepared By: Michael L. Bruno
PO Box 4370
Clearwater, Florida 34618
(813) 799-1040