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STATE
INCORPORATIONS

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ARTICLES OF INCORPORATION
OF
INTERNATIONAL PAYROLL SPECIALIST, INC.

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

NAME

The name of the corporation shall be;

INTERNATIONAL PAYROLL SPECIALIST, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence

ARTICLE III

PURPOSES AND POWERS

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida. The Corporation shall have all the powers set forth on the Florida General Corporation Law, as in effect from time to time, and including but not limited to the following power:

a) To transact business of payroll services and employee leasing.

b) To construct, erect, repair and remodel buildings and

structures of all types for itself and others and to manufacture, purchase or otherwise acquire; and to own, mortgage, pledge, sell, or deal in and with, goods, wares, merchandise, personal property and services of every class, kind and description.

c) to act as broker, agent or factor for any person, firm or corporation.

d) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interests therein, and to own, hold, manage, develop, improve, equip, maintain and operate, and to sell, convey, exchange, lease or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests therein.

e) To borrow or raise money for any of the purposes of the corporation and from time to time without limit as to the amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness, and to secure payment thereof and any interest therein by mortgage, pledge, creation of security interest, conveyance or other assignment in trust, whole or in part, of the assets of the corporation, real, personal or mixed, including contracts rights, whether at the time owned or thereafter acquired.

f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, security, or other evidences of indebtedness created by any other corporation of the state of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

g) To enter into, make perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient of every sort and kind which may be necessary or convenient for the business of the corporation or syndicate or any private, public or municipal body existing under the government of the United States or any states, territory, colony or dependency thereof of foreign government so far as or to the extent that the same may be done or pursuant to law.

h) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture or otherwise with any persons, firm or corporation now carrying on or to establish one or more offices, both within the state of Florida and in any part or parts of the world, at which meetings of directors may be held and all or any parts of the Corporation's business may be conducted; and to exercise all or any of its corporate powers territories, districts, dependencies, colonies or possessions in the United States of America and in any foreign countries.

i) To do everything necessary, proper, advisable or convenient for the accomplishments of any of the purposes of the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be five hundred shares (500) at one dollar par value.

ARTICLE V

AMOUNT OF CAPITAL

The amount of capital with which this Corporation will begin business is not less than five hundred dollars (\$500.00).

ARTICLE VI

INITIAL CORPORATE ADDRESS

The initial street address of the corporation is

85 GRAND CANAL DRIVE SUITE 202
MIAMI, FL 33144

The street address of the initial registered office of the corporation and the name of the initial registered agent of the corporation at that address is ;

AYLEEN PEREYRA
14057 S.W. 51 LANE
MIAMI, FL 33175

ARTICLE VII

RIGHT OF FIRST REFUSAL

In case of stockholder desires to sell his shares of stock he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the Corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within thirty (30) days thereafter, they shall be deemed to have waived their privilege of purchasing and he will be at liberty to sell to anyone else.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of ByLAWS. The names and addresses of the initial Directors of this corporation are;

AYLEEN PEREYRA
14057 S.W. 51 LANE
MIAMI, FL 33175

The name and address of the incorporator of this corporation are:

AYLEEN PEREYRA
14057 S.W. 51 LANE
MIAMI, FL 33175

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

ARTICLE X

AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida General Corporation law, to amend, alter, modify or repeal any provisions or provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders in subject to this reservation.

ARTICLE XI

PROVISION FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

For the regulation of the business and for the conduct of the affairs of the Corporation, the Directors and the Shareholders, provisions is made as follows;

a) General authority is hereby conferred upon the Board of Directors of the Corporation, except as the shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the Corporation shall issue and dispose of, and to provide when and how such consideration shall be paid.

b) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or part of the corporate property shall be exercised by the Board of Directors, except as otherwise expressly provided by law.

c) The Board of Director shall have power from time to time to fix and determine and vary the amount working capital stock paid in, and in the discretion of the board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations, of the Corporation or shares of its own capital stock to such extent, in such manner upon such terms as the Board of Directors may deem expedient.

d) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or bonuses, and/or pensions of the employees, the agents, the officers and Directors, all each of them, in such sum and from and amount as may seem reasonable in and by their discretion.

e) Any one or more or all of the Directors may be removed, either with or without cause, at any time by the votes of the shareholders holding a majority of the stock entitled to vote of The corporation at any special meetings, and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate, and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the By-Laws.

f) No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that anyone or more of the Directors or officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other Corporation, nor shall such contract or other transaction be affected by the fact that Directors or officers of the corporation are personally interested therein. Any Director or Directors, officer or officers, individually or jointly, may be party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation with any person or persons, firm, association or corporation shall be affected or

invalidated by the fact that any Director or Directors or officer or officers of this corporation is a party or are parties to, act or transaction or in any way connected with such person or persons, firm, association or corporation. Each and every person who may become Director or Directors or officer or officers of this Corporation is a party or are parties to, or interested in such contract, act or transaction or in any way connected with such person or persons, firm, association or corporation. Each and every person who may become director or officer of this corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the corporation for the benefit of himself or of any firm association or corporation in which he may be in anyway interested.

IN WITNESS WHEREOF, we, being all of the original subscribers and incorporators of this corporation for the purpose of forming a Corporation, do make and file these Articles of Incorporation with the Secretary of State of the State of Florida, and accordingly set our hands and seals this 4 day of Jan - 76

AYLEEN PEREYRA

Ayleen Pereyra

STATE OF FLORIDA

COUNTY OF DADE

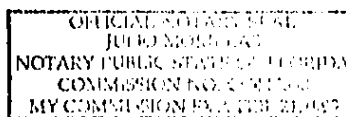
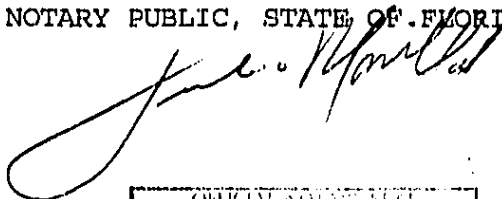
I hereby Certify that on this day, before me as a notary Public duly authorized in the mentioned State and County to take acknowledgements, personally appeared

AYLEEN PEREYRA

to be well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and They acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and Official Seal in the City of Miami, County of Dade, State of Florida, this *11th* day of *Jan* 96

NOTARY PUBLIC, STATE OF FLORIDA



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CERTIFICATE DESIGNATING DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
NAMING AGENT WHOM PROCESS MAY BE SERVED UPON

Pursuant to Chapter 48.091, Florida Statutes, the followings is
submitted in compliance with said Act:

INTERNATIONAL PAYROLL SPECIALIST, INC.
qualified to do business under the laws of the state of Florida
with its principal office at MIAMI County of DADE, State of
Florida, has appointed
AYLEEN PEREYRA
agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
stated Corporation, at place designated in this Certificate, I
hereby accept to act in these capacity, and agree to comply with
the provisions of said Act., Relative to Keeping Open Said
Office.

RESIDENT AGENT

Ayleen Pereyra