

TRANSMITTAL LETTER  
P960000039368

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

200001805272  
-05/02/96--01071---009  
\*\*\*122.50 \*\*\*122.50

SUBJECT: K & L PROFESSIONAL PAYROLL SERVICE, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$122.50 which will include the filing fee, certified copy and certificate.

FROM: K & L PROFESSIONAL PAYROLL SERVICE, INC.  
131 Garden Avenue, North  
Clearwater, Florida 34641  
(813) 445-9707

(MAY 8 1996

FILED  
96 MAY -2 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
BS

NOTE: Please provide the original and one copy of the article.

FILED

96 MAY -2 AM 9:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
K & L PROFESSIONAL PAYROLL SERVICE, INC.

I.

The name of the corporation is: K & L Professional Payroll Service, Inc.

II.

The mailing address of the corporation is:

131 Garden Avenue, North  
Clearwater, Florida 34615

III.

The corporation shall have the authority, acting by its Board of Directors, to issue not more than 1,000 shares of common class having no par value and of the same class.

The shareholders of the corporation shall not have any preemptive rights to acquire any unissued shares of the corporation.

IV.

The address of the principal office of the corporation is:

131 Garden Avenue, North  
Clearwater, Florida 34615

The name and address of the initial registered agent of the corporation is:

Kathleen E. Lettau  
K & L Professional Payroll Service  
131 Garden Avenue, North  
Clearwater, Florida 34615

V.

The name and addresses of the incorporators are:

Kathleen E. Lettau  
177 Plumosa Drive  
Clearwater, Florida 34641

LaVonna Bledsoe  
1706 N. Bellaire Forrest Dr. - No. 208  
Bellaire, Florida 34616

VI.

The corporation shall have perpetual duration.

VII.

The corporation is a corporation for profit and is organized for the following purposes:  
To engage in any lawful act or activity for which corporations may be organized under the  
Florida Corporation Statutes.

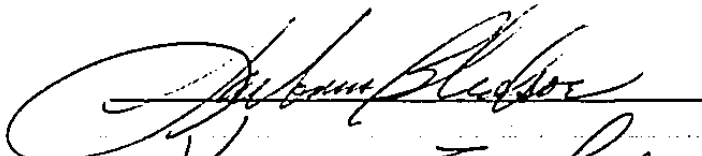
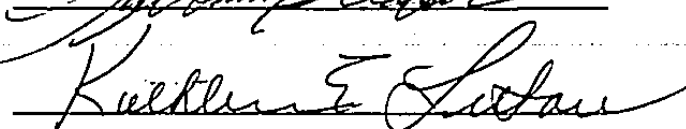
VIII.

The initial Board of Directors shall consist of two members, the names and addresses of  
each is as follows:

Kathleen E. Lettau  
177 Plumosa Drive  
Largo, Florida 34641  
Pinellas County

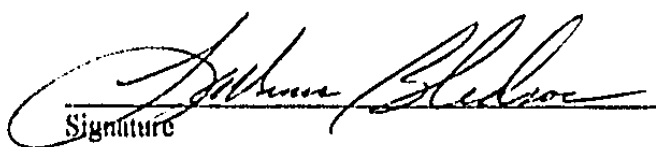
LaVonna Bledsoe  
1706 N. Bellaire Forrest Dr. - No. 208  
Bellaire, Florida 34616  
Pinellas County

IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles of  
Incorporation. This 29 day of APRIL, 19 96.

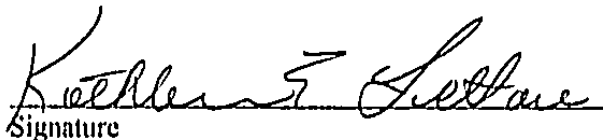
  


WAIVER OF NOTICE OF  
ANNUAL MEETING OF DIRECTORS

The undersigned Directors severally do hereby waive notice of the time, place and purpose of a special or annual meeting of the Directors and said corporation, and consent to the transaction of any business that may come before said meeting.

  
Signature

  
Date

  
Signature

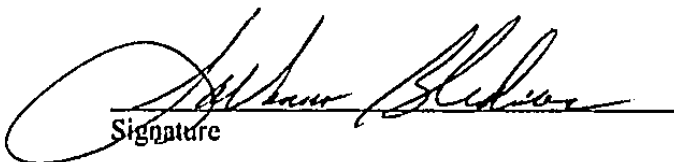
  
Date

ANNUAL CONSENT MEETING OF DIRECTORS

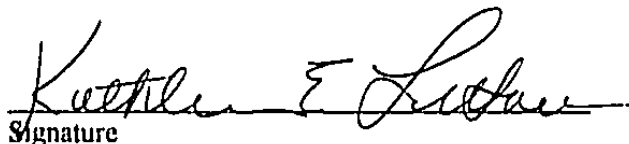
A consent annual meeting of the Directors was held directly after the consent meeting of the shareholders. The following officers were proposed and approved by both Directors:

President:	LaVonna Bledsoe
Vice-President:	Kathleen E. Lettau
Secretary:	LaVonna Bledsoe
Treasurer:	Kathleen E. Lettau

There being no other business, no further actions were taken by consent.

  
Signature

  
Date

  
Signature

  
Date

## CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, 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: K & L PROFESSIONAL PAYROLL SERVICE, INC.
2. The name and address of the registered agent and office is:

Kathleen E. Lettau  
K & L Professional Payroll Service, Inc.  
131 Garden Avenue North  
Clearwater, Florida 34615

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96 MAY -2 PM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

Kathleen E. Lettau      29-APRIL-96  
(Signature)      (Date)