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**PAYROLL SERVICES OF  
PENSACOLA, INC.  
P.O. BOX #7117  
PENSACOLA, FL. 32534**

PHONE #(904) 476-1204  
FAX #(904) 484-3098

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TALLAHASSEE, FLORIDA

November 1, 1996

RECEIVED DATE  
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\*\*\*\*122.50 \*\*\*\*122.50

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

REF: Payroll Services of Pensacola, inc.  
Federal ID #59-3357421  
Registration Fee

To Whom It May Concern,

Enclosed please find my check in the amount of One hundred twenty- two dollars & fifty cents (\$122.50) to cover the expense of the above referenced corporation.

Your immediate assistance in this matter would be greatly appreciated.

Thank you so very much for your assistance.

Sincerely;

  
Harold Pridgen

Enclosed

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**ARTICLES OF INCORPORATION**  
**OF**  
**PAYROLL SERVICES OF PENSACOLA, INC.**

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be **PAYROLL SERVICES OF PENSACOLA, INC.**

**ARTICLE II**

The general nature of the business to be transacted by this corporation is as follows:

To carry on and to engage in providing payroll services to various companies.

To buy, sell, build, contract, equip, repair, maintain, improve, lease and let land, dwellings, buildings, stores, warehouses, and other lands or buildings necessary, proper or convenient for corporate purposes and for general sale.

To make, buy, sell, purchase, assign, hypothecate and otherwise deal in notes, mortgages, bonds and other evidences of indebtedness secured and unsecured, guaranteed, insured or of conventional type.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.

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To acquire, and pay for in cash, stock, bonds of this Corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of the corporate rights, privileges, or franchise or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful objects.

In any manner to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interest therein and thereunder.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state or government, and while the owners of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

To purchase, hold sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own capital stock except surplus of its assets over its liabilities including capital; and provided further, that shares of its own capital stock belonging to it shall not be voted upon directly or

indirectly, nor counted as outstanding for the purpose of any stockholders quorum or vote.

To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in the State of Florida and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and foreign countries.

To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto or necessary or incidental to the protection and benefit of this Corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this Corporation, whether or not such business is similar in nature to the objects set forth in these articles of Incorporation or any amendment thereto, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do. To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

The foregoing clauses shall be construed both as objects and powers; and shall be in addition to those powers granted by statute; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation or the nature of business or businesses to be transacted or engaged in by said corporation, but shall be in addition to the business or businesses authorized to be conducted by corporations under the laws of the State of Florida.

### **ARTICLE III**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be 500,000 shares of the par value of \$.01 per share.

### **ARTICLE IV**

The amount of capital with which this Corporation will begin business is no less than one hundred dollars.

### **ARTICLE V**

This Corporation shall exist perpetually and the existence shall cease only upon its lawful dissolution.

### **ARTICLE VI**

The initial address of the principal office of this Corporation in the State of Florida is 25 East Nine Mile Road; Pensacola, Florida.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

### **ARTICLE VII**

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be fewer than one.

## ARTICLE VIII

The names and street addresses of the members of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the by-laws of this Corporation, and the laws of the State of Florida, shall hold office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Mary Pridgen	25 East Nine Mile Road Pensacola, Florida 32534
Harold Pridgen	25 East Nine Mile Road Pensacola, Florida 32534
Sheila O'Donovan	25 East Nine Mile Road Pensacola, Florida 32534
Wade Pridgen	25 East Nine Mile Road Pensacola, Florida 32534
Sherry Charest	25 East Nine Mile Road Pensacola, Florida 32534

The names and street addresses of the subscribers to these Articles of Incorporation, and the number of shares of stock which they respectively agree to take and pay for are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Mary Pridgen	25 East Nine Mile Road Pensacola, Florida 32534	5,000
Harold Pridgen	25 East Nine Mile Road Pensacola, Florida 32534	5,000

The whole or any part of the capital stock of the Corporation (including that subscribed herein) may be paid for in money, or in property, labor, services, or real estate, having a value, in the judgement of the Board of Directors, equivalent to the full par value of the shares of stock to be issued therefor.

The Board of Directors is hereby authorized to issue and hold all or any part of the shares of the capital stock of the Corporation (including that herein subscribed) as partly paid.

#### **ARTICLE X**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of directors, proposed by them to the stockholder, 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 intention that a certain amendment of these articles of Incorporation be made.

#### **ARTICLE XI**

Stockholders shall have no preemptive rights to buy stock except as may otherwise be provided by the Board of Directors.

#### **ARTICLE XII**

Corporate existence shall begin on the date of execution of these Articles.

#### **ARTICLE XIII**

The street address of the initial registered office of this corporation is 25 East Nine Mile Road, Pensacola, Florida and the name of the initial registered agent of this

corporation at that address is Harold Pridgen.

IN WITNESS WHEREOF, we, the undersigned, have hereunto set out hands and seals to these Articles of Incorporation, as subscribers aforesaid, on this the 1st day of November, A.D., 1996, and made and executed these Articles of Incorporation at Pensacola, Florida, for the uses and purposes aforesaid.

Signed and sealed in the presence of:

\_\_\_\_\_

Harold Pridgen (seal)  
Harold Pridgen

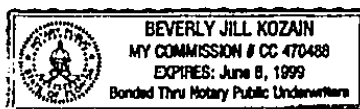
STATE OF FLORIDA

FLA PL32-340-31-179-0

COUNTY OF ESCAMBIA

Before me, the undersigned, Notary Public, in and for said State and County, personally appeared HAROLD PRIDGEN, party to the foregoing Articles of Incorporation, to me well known, and known by me to be the individual described in and who executed the foregoing Articles of Incorporation of Payroll Services of Pensacola, Inc. and acknowledged and declared that he did make, execute, subscribe and acknowledge the foregoing Articles of Incorporation as his voluntary act and deed for the purpose of forming a body corporate, pursuant to and under the provisions of the laws of the State of Florida, and the foregoing Articles of Incorporation, and that the facts set forth therein are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 1st day of Nov, A.D., 1996, at Pensacola, Florida.



Beverly Jill Kozain  
Notary Public

My Commission Expires: 06/08/99

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That Payroll Services of Pensacola, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of Incorporation at city of Pensacola, County of Escambia, State of Florida has named Harold Pridgen located at 25 East Nine Mile Road, City of Pensacola, County of Escambia, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

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 this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By   
(Resident Agent)

HAROLD PRIDGEN

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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