

P960000091841

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

600001996776--3  
-11/05/96--01171--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Subject : Professional Payroll Solutions, Inc.

Enclosed is the original and one (1) copy of the Articles of  
Incorporation as well as a check in the amount of \$ 70.00.

From : Concetta Lupardo  
(407) 394-6477

JEFFREY P. ANSTIS & COMPANY, INC.  
190 W. SPANISH RIVER BLVD. SUITE #202  
BOCA RATON, FLORIDA 33431

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV -5 12:10:16

11/8/96

FILED  
SECRETARY OF STATE  
CORPORATIONS

96 NOV -5 AM 10:16

## ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

### ARTICLE ONE

The Corporate name is Professional Payroll Solutions, Inc.

### ARTICLE TWO

#### Duration

The duration of the Corporation is perpetual.

### ARTICLE THREE

#### Purpose

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

### ARTICLE FOUR

#### Capital Stock

The aggregate number of shares which the corporation has authority to issue is 100 all of which shall be common shares with a par value of one dollar.

ARTICLE FIVE

Registered Office

The street address of the initial Registered Office of the Corporation is 190 W. Spanish River Blvd, Suite 202, Boca Raton, Florida 33431 and the name of the initial Registered Agent at such address is Concetta Lupardo.

ARTICLE SIX

Directors

The business of the corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors. The initial board of directors shall consist of: Concetta Lupardo and Susan Anstis

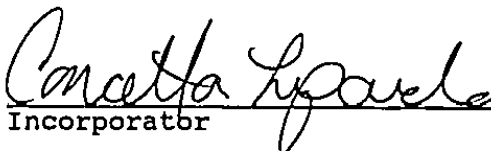
ARTICLE SEVEN

Incorporators

The name and address of the Incorporator is :

Concetta Lupardo  
190 W. Spanish River Blvd  
Suite 202  
Boca Raton, Florida 33431

IN WITNESS WHEREOF, I have Subscribed my name this 30 day of October, 1996.

  
Incorporator

FILED  
SECRETARY OF STATE  
CIVIL DIVISION

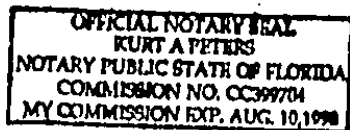
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STATE OF FLORIDA

County of Palm Beach

On this 30 day of October, 1996, before me personally appeared Concetta Lupardo known to be the person whose name is subscribed to the within instrument, and acknowledged that he has executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Kurt A. Peters  
NOTARY PUBLIC

My commission expires : Aug. 10, 1998

CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the following is submitted in compliance with said Act; that Professional Payroll Solutions, Inc. desiring to organize under the laws of the State of Florida with its principal place of business at 190 W. Spanish River Blvd, Suite 202, Boca Raton, Florida 33431 nominates Concetta Lupardo located at 190 W. Spanish River Blvd, Suite 202, Boca Raton, Florida 33431 as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said statutes relative to the proper and complete performance of my duties.

DATED : This 30 day of October, 1996.

Conetta Lupardo