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TRANSMITTAL LETTER

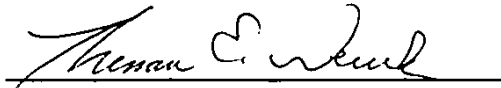
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
97 JUN 24 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: SOUTHWEST FLORIDA PAYROLL SERVICES, INC

I enclose an original and one copy of the Articles of Incorporation for the above corporation, an original of the Certificate of Designation of the Registered Agent, and a check in the amount of \$70.00.

SIGNED:



From:

Thomas E. Wenck
Name

2265 Tamiami Trail, Suite B
Address

Port Charlotte
City

Florida
State

33952-3947
Zip

(941) 255-1158
Telephone Number

800002221638--8
-06/24/97--01076--001
*****70.00 *****70.00

EFFECTIVE DATE
6-20-97

9N 6-25-97

ARTICLES OF INCORPORATION

OF

SOUTHWEST FLORIDA PAYROLL SERVICES, INC.

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TALLAHASSEE, FLORIDA

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6-20-97

ARTICLE I NAME

The name of the corporation shall be:

Southwest Florida Payroll Services, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2265 Tamiami Trail, Suite B

Port Charlotte, Florida 33952-3947

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Thomas E. Wenck

2265 Tamiami Trail, Suite B

Port Charlotte, Florida 33952-3947

ARTICLE V INCORPORATOR

The name and street address of the incorporators to these Articles of Incorporation are:

Thomas E. Wenck and Karen L. Wenck

2265 Tamiami Trail, Suite B

Port Charlotte, Florida 33948-3410

The effective date of this corporation is:

June 20, 1997.

The undersigned has executed these Articles of Incorporation this 23rd day of June 1997.

A handwritten signature in cursive script, appearing to read "Thomas E. Wenck", is written over a horizontal line.

Thomas E. Wenck, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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:

Southwest Florida Payroll Services, Inc.

2. The name and address of the registered agent and office is:

Thomas E. Wenck

2265 Tamiami Trail, Suite B

Port Charlotte, Florida 33952-3947

Signature: _____



Title: Vice President

Date: June 23, 1997

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN 24 PM 12:41

FILED

EFFECTIVE DATE

6-20-97

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.

Signature: _____



Date: June 23, 1997