

P97000064380

CHRIS CADENHEAD

ATTORNEY AT LAW

420 EAST PINE STREET - POST OFFICE BOX 727
CRESTVIEW, FLORIDA 32536

CREST VIEW (904) 682-8184
FACSIMILE (904) 682-8343

DESTIN (904) 837-5509
FACSIMILE (904) 837-5560

June 18, 1997

K. Scott Work
9735 W. Emerald Coast Parkway
Destin, FL 32541

FILED
97 JUL 25 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: PAYROLL BENEFITS ADMINISTRATION AND FINANCIAL
SERVICES, INC.

Dear Scott:

Please find enclosed the original Articles of Incorporation, a copy of the Articles, and Designation of Registered Agent. Please execute the Designation of Registered Agent form and place the original and one copy in the envelope to the Secretary of State along with my letter and the original and copy of the Articles. Also include a check to the Secretary of State for \$122.50 and make copies of everything for your file.

If I can be of any further assistance, please let me know.

Very truly yours,



John R. Dowd, Jr.

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\$\$\$122.50 \$\$\$122.50

W97-15828

AL JUL 25 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 9, 1997

JOHN R. DOWD, JR. ESQ.
P.O. BOX 727
CRESTVIEW, FL 32536

SUBJECT: PAYROLL BENEFITS ADMINISTRATION AND FINANCIAL
SERVICES, INC.
Ref. Number: W97000015828

We have received your document for PAYROLL BENEFITS ADMINISTRATION AND FINANCIAL SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

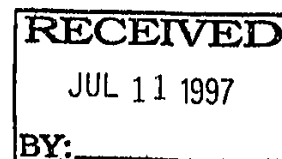
The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent.")

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 097A00035370



CHRIS CADENHEAD

ATTORNEY AT LAW

420 EAST PINE AVENUE
CRESTVIEW, FLORIDA 32539
PHONE (904) 682-6164
FACSIMILE (904) 682-8343

REPLY TO: P.O. Box 727
CRESTVIEW, FL 32536

9735 U.S. HIGHWAY 98 WEST
DESTIN, FLORIDA 32541
PHONE (904) 837-5509
FACSIMILE (904) 837-5568

June 18, 1997

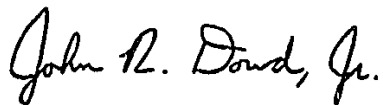
Secretary of State
Corporate Division
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

RE: PAYROLL BENEFITS ADMINISTRATION AND FINANCIAL SERVICES, INC.

Please find enclosed an original and photocopy of the Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents fees necessary for this filing.

Please file the original of the enclosed Articles and return a certified copy to the undersigned.

Sincerely,



John R. Dowd, Jr.

/ms
Enclosures

FILED

97 JUL 25 AM 11:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
PAYROLL BENEFITS ADMINISTRATION AND
FINANCIAL SERVICES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - Name. The name of the corporation is PAYROLL BENEFITS ADMINISTRATION AND FINANCIAL SERVICES, INC.

ARTICLE II - Purpose. This corporation is initially organized for the transaction of any and all lawful business for which corporations may be incorporated under Section 607.0302 of the Florida Statutes. This corporation shall have all corporate powers enumerated in said Section 607.0302.

ARTICLE III - Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is two hundred (200) shares of common stock. Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share. Stock shall be issued under Section 1244 of the Internal Revenue Code. The transfer of shares of the corporation by its shareholders may be restricted in the manner allowed under Section 607.0627, Florida Statutes.

ARTICLE IV. Initial Capital. The amount of capital with which the corporation will begin business shall not be less than \$500.00.

ARTICLE V. Duration. The corporation shall have perpetual existence.

ARTICLE VI - Principal Office. The street and mailing address of the principal office of this corporation in this state is 9735 W. Emerald Coast Parkway, Destin, Florida, 32541.

ARTICLE VII - Initial Registered Office and Agent. The street and mailing address of the initial registered office of this corporation in this state is 9735 W. Emerald Coast Parkway, Destin, Florida, 32541. The initial registered agent at that address shall be K. Scott Work.

ARTICLE VIII - Management by Shareholders. The corporation, pursuant to the authority vested in Sections 607.0202, F.S., 607.0206, F.S., and 607.0801, F.S. shall be managed by its stockholders rather than a board of directors, and the stockholders shall adopt the By-Laws and elect the officers. The initial stockholder in the corporation, who shall initially manage the business is:

James J. Morris
9735 W. Emerald Coast Parkway
Destin, FL 32541

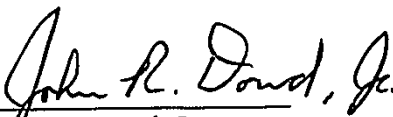
ARTICLE IX - Subscriber. The name and address of the person signing these Articles is John R. Dowd, Jr., Attorney at Law, 420 East Pine Avenue, Crestview, FL 32539.

ARTICLE X By-laws. The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the shareholders.

ARTICLE XI - Amendment. These Articles may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon.

ARTICLE XII - Dissolution. The corporation may be dissolved at any time by unanimous written consent of the shareholders, or on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the undersigned subscriber of this corporation, has executed these articles of incorporation at Crestview, Florida on the 17th day of July, 1997.


John R. Dowd, Jr.
P.O. Box 727
Crestview, FL 32536
(904) 682-6164
Florida Bar No. 083267
Attorney/Subscriber

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JOHN R. DOWD, JR., known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County above stated this
17th day of July, 1997.


NOTARY PUBLIC

My Commission Expires:



Cynthia F. Hughes
MY COMMISSION # CC623527 EXPIRES
March 18, 2001
BONDED THRU TROY FAH INSURANCE, INC.

**CERTIFICATE OF DESIGNATION OF
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 designating the registered office/registered agent in the State of Florida:

The name of the Corporation is PAYROLL BENEFITS ADMINISTRATION AND FINANCIAL SERVICES, INC.

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

K. Scott Work
9735 W. Emerald Coast Parkway
Destin, FL 32541

Having been named as registered agent 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.

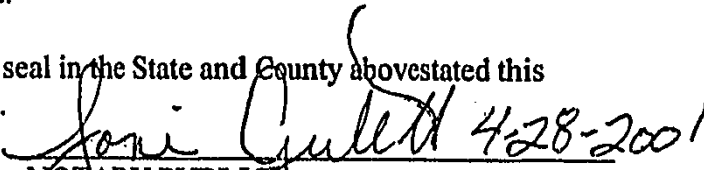
Dated this 24 day of June, 1997


K. Scott Work
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared K. Scott Work, personally known to me to be the person described in and who executed the foregoing designation of registered agent and acknowledged before me that he executed same for the purposes therein expressed.

24th day of June, 1997. WITNESS my hand and official seal in the State and County abovestated this


NOTARY PUBLIC
My Commission Expires:



JONI GULLETT
My Comm Exp. 4/28/2001
Bonded By Service Ins
No. CC642678
(1) Personally Known (1) Other I.D.

FILED
97 JUL 25 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA