

TIME ATTENDANCE PAYROLL SYSTEMS, INC.

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October 28, 1997

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DIVISION OF CORPORATIONS
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Florida Department Of State
Ms. Sandra B. Mortham
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: New Filings Section

Dear Ms. Mortham:

Enclosed are the Articles of Incorporation for TIME ATTENDANCE PAYROLL SYSTEMS, INC. Please file same and issue a certification.

Thank you in advance for your cooperation, I am ..

Very Truly Yours,

Franklin L. Wood, Sr.

Franklin L. Wood, Sr.

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**ARTICLES OF INCORPORATION
OF
TIME ATTENDANCE PAYROLL SYSTEMS, INC.**

These Articles of Incorporation of Time Attendance Payroll Systems, Inc. ("TAPS") are entered into this 27th day of October 1997 by and between:

The Director of said corporation represented herein by Franklin L. Wood, Sr. its Chairman pursuant to resolutions of the Board of Directors of said corporation, a certified copy of which is annexed hereto (hereinafter sometimes referred to as "TAPS" or "Corporation");

The undersigned, Franklin L. Wood, Sr., acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation;

WITNESSETH:

TAPS hereby agree as follows:

ARTICLE ONE

Formation

1.01 **Formation.** The corporation shall commence doing business upon the effective date of subscription and acknowledgment of these Articles. The terms of these Articles shall be governed by and constructed under the laws of the State of Florida.

1.02 **Filings.** Contemporaneously with the execution and delivery hereof, the Directors shall execute, deliver and file with the Secretary of State of the State of Florida in the Central Registry for Domestic Corporations the requisite certificate required by the Florida General Corporation Act and affidavit of acceptance of appointment by designated registered agent in compliance with Chapter 48.091 of the Florida Statutes.

1.03 **Name.** The name of the Corporation shall be Time Attendance Payroll Systems, Inc. All business of the corporation shall be conducted under such name and title to all property, whether immovable or movable, owned by or leased to the Corporation shall be held in such name. The principal place of business and office of the Corporation shall be located at 1016 Nin Street Orlando, FL 32835-5131.

1.04 **Incorporator and Agent For Service of Process.** The name and address of the incorporator and agent of said corporation is as follows:

Incorporator

Mr. Franklin L. Wood, Sr.
1016 Nin St.
Orlando, FL 32835-5131

Initial Registered Agent

Mr. Franklin L. Wood, Sr.
1016 Nin St.
Orlando, FL 32835-5131

ARTICLE TWO

Business of the Corporation

2.01 **Purpose.** The business to be carried on and conducted by the Corporation shall be to engage in any lawful activity for which corporations may be formed under the Florida General Corporation Law or under the laws of the United States.

ARTICLE THREE

Duration of Corporation

3.01 **Term.** The term of the Corporation shall commence on the date of these Articles and shall be perpetual.

ARTICLE FOUR

Authorized Shares.

4.01 **Authorized Shares.** There shall be 10,000 authorized common shares (non-par value) of said corporation's stock. Initially there shall be issued upon effective date of said corporation Articles only 1000 shares.

4.02 **Acquisition of Shares.** The Board of Directors shall have authority to authorize and direct the acquisition by the Corporation of its shares at such times, in such amounts, from such persons, for such consideration, from such sources (specifically including, but not limited to, the unrestricted and unreserved capital

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surplus of the Corporation) and upon such terms and conditions as it may from time to time determine, subject to such restrictions, conditions, and requirements as may be imposed by law or by these Articles of Incorporation.

4.03 Issuance of Shares. Authorized but unissued shares and treasury shares of the Corporation may be issued or sold from time to time upon such terms and conditions, for such consideration, and to such person, corporations or other legal entities as the Board of Directors may determine without authorizations or approval of the shareholders. The Board of Directors may allocate the consideration received upon the issuance of shares between the stated capital and surplus accounts of the Corporation.

ARTICLE FIVE Corporate Meetings

5.01 Corporate Meetings. Each Officer & Director shall be available at all reasonable times for consultation and transaction of the Corporation's business with the other parties. Regular quarterly meetings of the Corporation shall be held on the first Monday in the each quarter. Special meetings of the Corporation may also be held upon 10 days written or telegraphic notice (which may be given by telephone reproduction) to Directors at their address, at the call of the other Directors or the CEO. All meetings shall be held at the principal office of the Corporation unless such other place is mutually agreed upon. The Directors may, at their election, participate in any special meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Article shall constitute presence in person at such meeting for all purposes of these Articles.

5.02 Minutes of Corporate Meeting. As promptly as possible after each meeting of the Directors, the Secretary shall deliver copies of the minutes to each Director. Any Director who disagrees with the accuracy of the minutes shall forthwith advise the other Director(s) of his disagreement in writing and the authority granted by the resolutions in such minutes shall be limited (but not expanded) by such changes until the next meeting of the Directors, at which time the minutes shall be adopted with changes as appropriate.

5.03 Expenses of Meetings. The Corporation shall reimburse each Director who attends a regular or special meeting in person for the reasonable out-of-pocket expenses of such Director in traveling to and from such meeting, and shall compensate such Director to the extent and in amounts determined by all of the Directors. Such reimbursements for out-of-pocket expenses and other compensation shall be made to each Director upon the presentation to the Secretary/Treasury not more frequently than quarterly. Such compensation shall be paid by the Corporation promptly following receipt of statement. The maximum amount determined until changes by Board Resolution shall be as outlined in the first meeting of the Board of Directors.

ARTICLE SIX Pre-Emptive Rights

6.01 Shareholders shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Directors .

ARTICLE SEVEN Corporate Action of Shareholders

7.01 If shareholder action or approval is required by law in connection with the amendment of these articles or any merger, consolidation, transfer of corporate assets or dissolution of or involving the corporation, such action or approval shall be taken or given only upon the affirmative vote of not less than fifty-one (51%) percent of the number of shares entitled to vote on the particular question.

ARTICLE EIGHT Shareholders' Consents

8.01 Whenever the affirmative vote of shareholders is required to authorize or constitute corporate action, the consent in writing to such action signed only by shareholders holding that proportion of the total voting power on the question which is required by law or by these Article of Incorporation, whichever requirement is higher, shall be sufficient for the purpose without the necessity for a meeting of the shareholders.

ARTICLE NINE Directors

9.01 The number of directors of the corporation shall be such number, not less than two (2), nor greater than five (5), as shall be designated in the by-laws or, if not so designated, as shall be elected from time to time by the shareholders.

9.02 Any director absent from a meeting of the Board of Directors or any committee thereof may be represented by any other director or shareholder, who may cast the vote of the absent director according to the written instructions of the absent director.

9.03 Upon written request of shareholders holding more than fifty-one percent (51 %) of this corporation's issued and outstanding voting stock, any director may be replaced, even though his term of office may not have expired.

9.04 The Board of Directors shall have such power and authority with respect to capital, surplus, and dividends, including allocation, increases, reduction, utilization, distribution and payment as is permitted and/or provided by applicable law.

9.05 The Board of Directors shall have authority to make and alter by-laws, fix their own qualification, classifications, or terms of office and fix or increase their compensation, subject to the power of the shareholders to change or repeal the by-laws so made.

9.06 The Board of Directors shall have full authority to exercise other powers and to perform such other lawful activities in which the corporation and/or its shareholders may engage, unless prohibited from doing so by law or this corporation's charter or by-laws and the Directors are granted all powers and authority to conduct the internal affairs and business of this corporation as provide by Florida General Corporation Act, or subject to any restrictions provided by law specifically given to the shareholders.

ARTICLE TEN

Tax Elections

10.01 Elections. Upon the effective date of these articles, the Corporation elects to be taxed as a Regular "C" Corporation.

ARTICLE ELEVEN

Funding of Negative Cash Flow

11.01 Obligation. To the extent adequate funds are not generated by: (a) the operations of the Corporation or (b) through Financing which is insufficient in amount or unacceptable to the Directors, to satisfy the debts of the Corporation as such indebtedness shall become due, the Director(s) or Officer(s) shall fund such negative cash flow at their discretion. All funds advanced by the Director(s) or Officer(s) to fund negative cash flow shall not be considered as contributions to the capital of the Corporation, but shall be considered as interest bearing loans made to the Corporation and shall be repaid before any distribution of dividends to the stockholders.

ARTICLE TWELVE

Adoption of Bylaws and Shareholders Agreement

12.01 Adoption of Bylaws In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the Corporation as are not inconsistent with the laws of the State of Florida or these Articles of Incorporation. Provisions for regulations and conduct of the affairs of the Corporation in addition to those set forth in these Articles of Incorporation will be contained in the Bylaws so adopted by the Board of Directors. The Board of Directors is expressly authorized without the consent of the shareholders to add to, delete from or otherwise amend Bylaws of the Corporation; provided, however, that any Bylaw or Bylaws so adopted, added, deleted or amended may be amended or repealed by a vote of a majority of the Corporation's shareholders of record at any regular shareholders meeting or at any special shareholders' meeting called for that purpose. The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders or Directors than is required by the Florida General Corporation Act.

Adoption of Shareholders Agreement In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to frame and adopt any such Shareholders Agreement for the Corporation as are not inconsistent with the laws of the State of Florida or these Articles of Incorporation.

ARTICLE THIRTEEN

Miscellaneous

13.01 Article References. Reference to Article Numbers shall be a reference to Articles contained in these Articles unless a contrary intent is expressly stated in such reference. Any article or section titles contained in these Articles are for convenience only, and shall not be deemed a part of the context of the Articles.

13.02 Governing Law. These articles are executed under and in conformity with the laws of the State of Florida, and are to be constructed, enforced and governed in accordance therewith.

13.03 Binding Effect. These Articles shall be binding upon the parties hereto, their successors, heirs, assigns, legal representatives, executors and administrators.

13.04 Execution by Directors of TAPS. Each of the Directors hereby executes these Articles for the purpose of consenting to these Articles.

In WITNESS WHEREOF, the undersigned subscribers, capable of contracting, and other parties hereto have affixed their signatures as of the date first above written.

WITNESSES:

Time Attendance Payroll Systems, Inc.

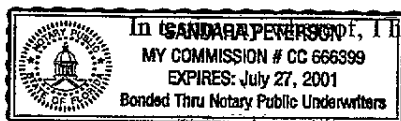
By: Franklin L. Wood, Sr.
Franklin L. Wood, Sr., Director

By: Shawn C. Wood
Shawn C. Wood, Director

Incorporator
By: Franklin L. Wood, Sr.
Franklin L. Wood, Sr.
TD SHOWN FDL# W 300-252-44-467-0

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Franklin L. Wood, Sr., who, after being by me first duly sworn, depose and said that he is the Director of Time Attendance Payroll Systems, Inc. the Corporation described in and which executed the foregoing Articles of Incorporation, and that he executed the same at the direction of the Board of Directors of said Corporation and acknowledged the same to be his free act and deed.



In testimony whereof, I have hereunto set my hand and seal of this 29th day of October 1997.

[Signature]
Notary Public

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, the undersigned authority duly authorized in the State and County aforesaid to take acknowledgments, , personally appeared Shawn C. Wood, who, after being by me first duly sworn, depose and said that he is the Director of Time Attendance Payroll Systems, Inc. the Corporation which is described in and executed the foregoing Articles of Incorporation, and that he executed the same at the direction of the Board of Directors of said Corporation and acknowledged the same to be his free act and deed.



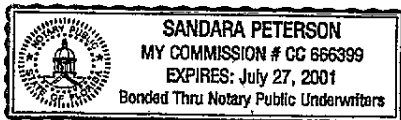
In testimony whereof, I have hereunto set my hand and seal of this 27th day of October 1997.

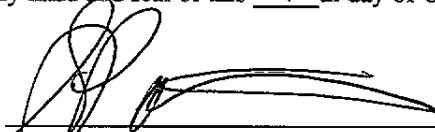
Karen Mason
Notary Public

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority duly authorized in the State and County aforesaid to take acknowledgments,, personally appeared Franklin L. Wood, Sr., who, after being by me first duly sworn, deposed and said that he is the Incorporator of Time Attendance Payroll Systems, Inc. the Corporation described in and which executed the foregoing Articles of Incorporation, and that he executed the same at the direction of the Board of Directors of said Corporation and acknowledged the same to be his free act and deed.

In testimony whereof, I have hereunto set my hand and seal of this 29 th day of October 1997.

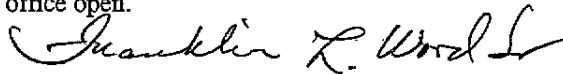



Notary Public

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ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, related to keeping said office open.


Franklin L. Wood, Sr. - Incorporator

CERTIFICATE

This is to certify that the foregoing is a true and conformed copy of the Articles of Incorporation adopted by the Board of Directors of Time Attendance Payroll Systems, Inc. and that such Articles of Incorporation are in full force and effect as of this 27th day of October, 1997.


Secretary of the Board