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ABC LEGAL CLINIC, INC.

1701 3800 Rogero Road
Jacksonville, Florida 32211
(904) 743-0057
Attorneys On Staff

November 10, 1998

Corporation Division
Secretary of State
The Capitol
Tallahassee, Florida 32304

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-11/13/98--01086--013
****122.50 *****78.75

RE: Articles of Incorporation
ADMINISTRATIVE PAYROLL SOLUTIONS, INC.

Dear Secretary:

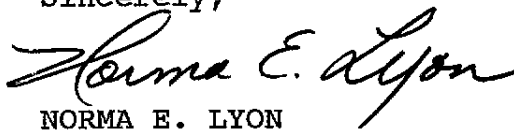
Enclosed please find the original and one fully conformed copy of the Articles of Incorporation of ADMINISTRATIVE PAYROLL SOLUTIONS, INC. a non-profit corporation, which includes the designation and acceptance of Registered Agent, along with the registered office for service of process, for filing in the office of the Secretary of the State of Florida.

Also enclosed is payment in the amount of \$122.50 for the following:

Filing Fee	\$ 35.00
Certified copy of the Articles of Incorporation	52.50
Registered Agent Designation	<u>35.00</u>
	\$ 122.50

Would you please return the Certified Copy of the Articles of Incorporation to the undersigned as soon as possible.

Sincerely,


NORMA E. LYON

NEP/tbs

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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B. BROCK NOV 18 1998

ARTICLES OF INCORPORATION
OF
ADMINISTRATIVE PAYROLL SOLUTIONS, INC.

The undersigned incorporator of 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 this corporation is **ADMINISTRATIVE PAYROLL SOLUTIONS, INC.**

ARTICLE II. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business in the State of Florida.

To conduct business offering payroll services and all related services to businesses and employers.

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

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries;

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DIVISION OF CORPORATIONS

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To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;

To purchase the corporate assets of any other corporation or business or individual and engage in the same or other character of business;

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capitol stock of, or any bonds, securities, or other evidence on indebtedness created by any other corporation of the state of Florida or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever;

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation;

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors or others as the board of directors may deemed to be in the interest of the corporation;

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida; and to transact any and all lawful business.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 20 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$100.00.

ARTICLE V. TERM

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The post office address of the principal office of this corporation in the State of Florida is 578 14th Avenue South, Jacksonville Beach, Florida, 32250.

The Board of Directors may, from time to time, move the office to any other place in Florida.

ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished

from time to time by the by-laws, but shall never be less than one. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE IIX. INITIAL DIRECTORS

The names and post office address of the members of the first Board of Directors of this corporation are:

THOMAS W. BERRY, III 578 14th Avenue South
 Jacksonville Beach, Florida, 32250

WALTER R. GATLIN P. O. Box 715
 Hilliard, FL 32046

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles is: Thomas W. Berry, III, 578 14th Avenue South, Jacksonville Beach, FL., 32250. The incorporator is specifically authorized by these articles to designate the initial registered office and agent.

ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation are: Thomas W. Berry, III, 578 14th Avenue South, Jacksonville Beach, Florida, 32250. The incorporator is specifically authorized by these articles to designate the initial registered office and agent.

ARTICLE XI. OFFICERS

Section 1. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such

other officers as may be provided in the By-Laws.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

PRESIDENT **THOMAS W. BERRY, III** 578 14th Avenue South
TREASURER Jacksonville Beach, FL 32250
DIRECTOR

VICE PRESIDENT **WALTER R. GATLIN** P. O. Box 715
SECRETARY Hilliard, FL 32046
DIRECTOR

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE XII. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or be become a director in this corporation.

The stock holders or any two or more of them, may by agreement recorded in the Minute Book of this corporation, impose such restrictions on the sale, transfer, or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this cor-

poration may impose any restrictions on the sale, transfer, or encumbrances of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-law is adopted or amended.

Any subscriber or stock holder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect, or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and by any firm or which one or more of its directors are members or employees, or in such they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director(s) at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract/transaction, and notwithstanding his/their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of majority of

the directors present, such interested director(s) or to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be constructed to invalidate any contract or other transaction which would otherwise be valid under the common law/statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE XIII. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they are made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which they shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This

corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to be in the interest of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which they may be entitled under by-laws or otherwise.

ARTICLE XIV. AMENDMENTS

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 stockholders, and approved at a stockholders' meeting by fifty-one percent of the stock entitled to vote thereon, unless all the directors and all intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, being a natural person competent to contract, has hereunto set her hand and seal, this 10th day of November, 1998, A. D., for the purpose of forming this

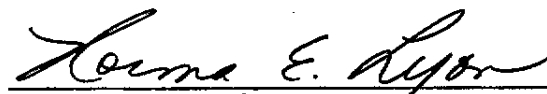
corporation under the laws of the State of Florida.


THOMAS W. BERRY, III

STATE OF FLORIDA)

COUNTY OF DUVAL)

BEFORE ME, a Notary Public duly authorized in the State and County named above to take oaths and acknowledgements, personally appeared THOMAS W. BERRY, III, who produced identification in the form of Fla. D.L., and who is the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who did take an oath before me that he executed and subscribed to these Articles of Incorporation.


NOTARY PUBLIC



NORMA E. LYON
COMMISSION # CC 511481
EXPIRES NOV. 26, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

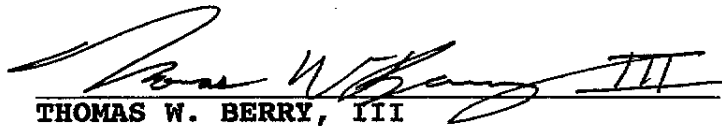
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

ADMINISTRATIVE PAYROLL SOLUTIONS, INC., desiring to organize under the laws of the State of Florida, with its' principal office, as indicated in the Articles of Incorporation of 578 14th Avenue South, Jacksonville Beach, Florida, 32250 has named **THOMAS W. BERRY, III**, of 578 14th Avenue South, Jacksonville Beach, Florida, 32250, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


THOMAS W. BERRY, III
Registered Agent

DATED: 11-10-98