

**POHL & SHORT, P.A.**  
ATTORNEYS AT LAW

DWIGHT I. (IKE) COOL  
ALEXANDER S. DOUGLAS, II  
GARY A. FORSTER  
E. GIVENS GOODSPEED  
MARK A. GRIMES  
ROBERT S. HOOFMAN  
ROGER A. KELLY  
DAVID J. KOHS  
FRANK L. POHL  
JAMES E. SHEPHERD  
HOUSTON E. SHORT  
JOHN R. SIMPSON, JR.

TELEPHONE (407) 647-7645  
FACSIMILE (407) 647-2314  
EMAIL: PS@POHL-SHORT.COM

MAILING ADDRESS:  
POST OFFICE BOX 3208  
WINTER PARK, FLORIDA 32790

COURIER ADDRESS:  
280 WEST CANTON AVENUE, SUITE 410  
WINTER PARK, FLORIDA 32789

98000102843

December 4, 1998

Florida Department of State  
Division of Corporations  
Qualification/Registration Section  
P.O. Box 6327  
Tallahassee, Florida 32314

100002706081-2  
-12/08/98-01053-005  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

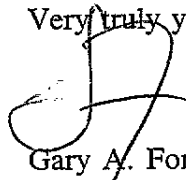
RE: Articles of Incorporation of The Payroll and Leasing Company, Inc.  
Our File No. 863-12

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Incorporation of The Payroll and Leasing Company, Inc. (the "Corporation") together with a check in the amount of \$122.50 payable to the Florida Department of State to cover filing fees, the designation of the Corporation's registered agent, and the return of a certified copy of the Corporation's Articles of Incorporation.

If you have any questions, please do not hesitate to call me. Thank you for your attention to this matter.

Very truly yours,

  
Gary A. Forster

GAF/mrw  
Enclosures

F. CHESSEB DEC 10 1998

**ARTICLES OF INCORPORATION  
OF  
THE PAYROLL AND LEASING COMPANY, INC.**

**THE UNDERSIGNED**, acting as sole incorporator of **THE PAYROLL AND LEASING COMPANY, INC.** under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I  
NAME**

The name of the corporation is **THE PAYROLL AND LEASING COMPANY, INC.**

**ARTICLE II  
SHARES**

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, one cent (\$.01) par value per share.

**ARTICLE III  
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is 200 St. Andrews Boulevard, Apt. #1308, Winter Park, Florida 32792. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV  
MAILING ADDRESS**

The mailing address of the corporation is 200 St. Andrews Boulevard, Apt. #1308, Winter Park, Florida 32792.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation is 200 St. Andrews Boulevard, Apt. #1308, Winter Park, Florida 32792, and the initial Registered Agent at such address is John C. Keane.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The name and address of the person who is to serve as the initial Director until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify is as follows:

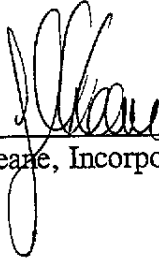
John C. Keane

200 St. Andrews Boulevard, Apt. #1308  
Winter Park, Florida 32792

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the sole incorporator of the corporation is John C. Keane, 200 St. Andrews Boulevard, Apt. #1308, Winter Park, Florida 32792.

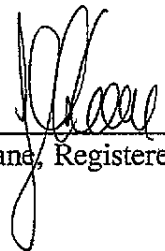
IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 3rd day of December, 1998.

  
\_\_\_\_\_  
John C. Keane, Incorporator

**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

**THE UNDERSIGNED**, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

**DATED**, this 3rd day of December, 1998.

  
\_\_\_\_\_  
John C. Keane, Registered Agent

**FILED**  
98 DEC -8 AM 7:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA