

P99000024097

ACTIVE PAYROLL SERVICE, INC.

484 West Hillwood Path
Beverly Hills, Florida 34465
(352) 746-1707

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
(850) 488-9000

March 8, 1999

Gentlemen:

Enclosed please find the Articles of Incorporation for Active Payroll Service, Inc. a
Florida Corporation. along with a fee of \$87.50 for Filing Fee and Certificate.
and Register Agent Designation.

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*****87.50 *****87.50

From: Active Payroll Service, Inc.
484 West Hillwood Path
Beverly Hills, Florida 34465
(352) 746-1706

Registered Agent: Ralph H. Blanchette
484 West Hillwood Path
Beverly Hills, Florida 34465
(352) 746-1706

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
Of
Active Payroll Service, Inc.

The undersigned person acting as incorporator of a corporation organized under the laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is Active Payroll Service, Inc.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

484 West Hillwood Path
Beverly Hills, Florida 34465

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 300 shares with a par value of \$100.00 per share.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Ralph H. Blanchette
484 West Hillwood Path
Beverly Hills, FL 34465

ARTICLE V
PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

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ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Ralph H. Blanchete
484 West Hillwood Path
Beverly Hills, Florida 34465

Joan Blanchette
484 West Hillwood Path
Beverly Hills, Florida 34465

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed

purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

CERTIFICATION

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge

Joan F. Blanchette
Joan F. Blanchette, Incorporator
484 West Hillwood Path
Hernando, Florida 34465

CERTIFICATION

I certify that the foregoing is a true and correct copy of the Articles of Incorporation of the above named corporation, duly adopted by the initial Board of Directors on March 8, 1999.

I am hereby familiar with and accepts the duties and responsibilities of registered agent for said corporation.

Ralph H. Blanchette
Ralph H. Blanchette, Secretary /Registered Agent