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**FLORIDA PROFIT CORPORATION OR P.A.**

**TRIDENT PAYROLL SOLUTIONS, INC.**

Certificate of Status	0
Certified Copy	0
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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
Trident Payroll Solutions, Inc.**

The directors and shareholders of Trident Payroll Solutions, Inc., a Florida corporation (the "Corporation") have duly adopted the following Articles of Incorporation on May 21, 2003 pursuant to the provisions of Sections 607.0704, 607.1003 and 607.1007 of the Florida Business Corporation Act:

**ARTICLE I.**

The name and address of the Corporation shall be Trident Payroll Solutions, Inc.

**ARTICLE II.**

The principal place of business and mailing address of the corporation is 4100 Galt Ocean Drive, #211, Fort Lauderdale, Florida 33308. This Corporation shall have perpetual existence.

**ARTICLE III.**

The general purposes for which this Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, as amended, and to engage in any trade or business which, in the opinion of the Board of Directors for the Corporation, can be advantageously carried on in connection with the foregoing business.
2. To do such other and further things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
3. To carry out any business, occupation, undertaking, enterprise and exercise any power or authority which may be done by a private corporation organized and existing under and by virtue of Chapter 607, Florida Statutes, as amended, it being the intention that this Corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as amended.

**ARTICLE IV.**

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 100 shares of Common Stock with a par value of \$.001 per share (the "Common Stock").

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**ARTICLE V.**

The Board of Directors of the Corporation shall consist of at least one Director, with the exact number of Directors to be fixed from time to time in the manner provided in the Corporation's Bylaws. The name of its initial Board of Director and Corporate Officer (President, Secretary & Treasurer) is Vincent L. Persiani at 4100 Galt Ocean Drive, #211, Fort Lauderdale, Florida 33308.

**ARTICLE VI.**

The street address of the registered office, of the Corporation is: 4100 Galt Ocean Drive, #211, Fort Lauderdale, Florida 33308 and the name of its registered agent at such address is Vincent L. Persiani.

**ARTICLE VII.**

The name and address of the incorporator signing these articles is Vincent L. Persiani at 4100 Galt Ocean Drive, #211, Fort Lauderdale, Florida 33308.

**ARTICLE VIII.**

A. Indemnification of Officers and Directors. The Corporation shall indemnify any Officer or Director who by virtue of his being an Officer or Director of this Corporation, is made a party to any action or proceeding to the fullest extent permitted by Florida law.

B. Officer and Director Liability. No Officer or Director shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith if such Officer or Director exercised the same degree of care that a prudent person would have exercised in the conduct of his or her own affairs.

C. Reimbursement of Officers and Directors. In any action or proceeding brought by or on behalf of the Corporation against an Officer or Director, which results in a decision in favor of the Officer or Director, the Corporation shall reimburse the Officer or Director for all reasonable expenses incurred by him or her in the course of the action or proceedings.

**ARTICLE IX.**

The Directors shall not be liable for illegal dividends or distributions made by the Corporation, unless willful or negligent, if based on good faith reliance on representations made by officers or agents or records as to the financial condition of the Corporation.

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IN WITNESS WHEREOF, the Corporation has caused this instrument to be signed by its undersigned incorporator on May 21, 2003. The effective date of this incorporation is May 21, 2003.

Trident Payroll Solutions, Inc., a Florida Corporation

By: Vincent L. Persiani  
Vincent L. Persiani

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative 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: May 21, 2003

Trident Payroll Solutions, Inc.

By: Vincent L. Persiani  
Vincent L. Persiani

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