STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Matthew A. Brown, Secretary of State

Corporations Division
100 North Main Street
Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: $50.00
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No.	2. Name of Corporation
80317	PAYWISE, INC.

3. Street Address Principal Business Office	City	State	Zip
175 Broad Hollow Road	Melville	NY	11747

4. Business Phone No.	5. State of Incorporation	6. SIC Code
631 844 7800	NEW YORK	7880

7. Brief Description of the Character of Business Conducted in Rhode Island
PAYROLL SERVICES.

8. NAMES AND ADDRESSES OF THE OFFICERS: *("X" BOX FOR ATTACHMENT)* ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

President Name	Street Address	City	State	Zip
Raymond Roe	175 Broad Hollow Road	Melville	NY	11747

Vice President Name	Street Address	City	State	Zip
Harvey Smalheiser	175 Broad Hollow Road	Melville	NY	11747

Secretary Name	Street Address	City	State	Zip
Jyrl Washington	175 Broad Hollow Road	Melville	NY	11747

Treasurer Name	Street Address	City	State	Zip
William Burns	175 Broad Hollow Road	Melville	NY	11747

9. NAMES AND ADDRESSES OF THE DIRECTORS: *("X" BOX FOR ATTACHMENT)* ☐ FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name	Street Address	City	State	Zip
Raymond Roe	175 Broad Hollow Road	Melville	NY	11747

Director Name	Street Address	City	State	Zip
Karine Storm	175 Broad Hollow Road	Melville	NY	11747

Director Name	Street Address	City	State	Zip
Stephen Nolan	175 Broad Hollow Road	Melville	NY	11747

Director Name	Street Address	City	State	Zip

10. SHARES AUTHORIZED *("X" BOX FOR ATTACHMENT)* ☐

AUTHORIZED SHARES		
Number of Shares	*Class Series*	*Par Value*
200 COMM $.01 PAR VALUE		

11. SHARES ISSUED *("X" BOX FOR ATTACHMENT)* ☐

ISSUED SHARES		
Number of Shares	*Class/Series*	*Par Value*
100	Common	0.01

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

[redacted]

80317

[redacted]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer *Date* 1/26/05

Harvey Smalheiser
Print or Type Name of Officer

[redacted] Vice President of Taxation
Title of Officer

File Date 1-31-05
Check No. 158225
By: [redacted]
FOR SECRETARY OF STATE USE ONLY

Form 630 Rev. 12/03

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Matthew A. Brown, Secretary of State

Corporations Division
100 North Main Street
Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: $50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No.	2. Name of Corporation			
80317	PAYWISE, INC.			
3. Street Address Principal Business Office: 122 E 42nd Street	City: New York	State: NY	Zip: 10168	
4. Business Phone No.: 212 953 1287	5. State of Incorporation: NEW YORK		6. SIC Code: 7880	

7. Brief Description of the Character of Business Conducted in Rhode Island
PAYROLL SERVICES.

8. NAMES AND ADDRESSES OF THE OFFICERS: *("X" BOX FOR ATTACHMENT)* ☑ FILL IN SPACES BEFORE USING ATTACHMENTS

President Name	Vice President Name
Julio Arrieta	Harvey Smalheiser
Street Address: 175 Broad Hollow Road	Street Address: 175 Broad Hollow Rd
City: Melville / State: NY / Zip: 11747	City: Melville / State: NY / Zip: 11747
Secretary Name: vacant	Treasurer Name: vacant
Street Address:	Street Address:
City: / State: / Zip:	City: / State: / Zip:

9. NAMES AND ADDRESSES OF THE DIRECTORS: *("X" BOX FOR ATTACHMENT)* ☐ FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name	Director Name
Julio Arrieta	Patrick Lyons
Street Address: 175 Broad Hollow Rd	Street Address: 175 Broad Hollow Rd
City: Melville / State: NY / Zip: 11747	City: Melville / State: NY / Zip: 11747
Director Name: Harvey Smalheiser	Director Name:
Street Address: 175 Broad Hollow Rd	Street Address:
City: Melville / State: NY / Zip: 11747	City: / State: / Zip:

10. SHARES AUTHORIZED *("X" BOX FOR ATTACHMENT)* ☐ — 11. SHARES ISSUED *("X" BOX FOR ATTACHMENT)* ☐

AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	*Class/Series*	*Par Value*	*Number of Shares*	*Class/Series*	*Par Value*
200 COMM $.01 PAR VALUE			100	Common	0.01

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

[redacted]

80317

File Date 1-23-04
Check No. 810170
By:

FOR SECRETARY OF STATE USE ONLY

[redacted]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer — *Date* 1/9/04

Harvey Smalheiser
Print or Type Name of Officer

Vice President, Taxes
Title of Officer

STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040

STOP
PLEASE READ INSTRUCTIONS

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1–March 1 • Filing Fee: $50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No.: 80317
2. Name of Corporation: PAYWISE, INC.
3. Street Address Principal Business Office: 175 BROADHOLLOW ROAD — City: MELVILLE — State: NY — Zip: 11747
4. Business Phone No.: 631-844-4906
5. State of Incorporation: NEW YORK
6. SIC Code: 7880
7. Brief Description of the Character of Business Conducted in Rhode Island: PAYROLLING SERVICES

8. NAMES AND ADDRESSES OF THE OFFICERS (*"X" BOX FOR ATTACHMENT*) X FILL IN SPACES BEFORE USING ATTACHMENTS

President Name: JULIO ARRIETA
Street Address: 175 BROADHOLLOW ROAD
City: MELVILLE — State: NY — Zip: 11747

Vice President Name: HARVEY SMALHEISER
Street Address: 175 BROADHOLLOW ROAD
City: MELVILLE — State: NY — Zip: 11747

Secretary Name: JYRL WASHINGTON
Street Address: 175 BROADHOLLOW ROAD
City: MELVILLE — State: NY — Zip: 11747

Treasurer Name:
Street Address:
City: — State: — Zip:

9. NAMES AND ADDRESSES OF THE DIRECTORS (*"X" BOX FOR ATTACHMENT*) X FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name: JULIO ARRIETA
Street Address: 175 BROADHOLLOW ROAD
City: MELVILLE — State: NY — Zip: 11747

Director Name: PATRICK LYONS
Street Address: 175 BROADHOLLOW ROAD
City: MELVILLE — State: NY — Zip: 11747

Director Name: AITOR RUTE S
Street Address: 175 BROADHOLLOW ROAD
City: MELVILLE — State: NY — Zip: 11747

Director Name:
Street Address:
City: — State: — Zip:

10. SHARES AUTHORIZED (*"X" BOX FOR ATTACHMENT*)

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
200 COMM $.01 PAR VALUE		

11. SHARES ISSUED (*"X" BOX FOR ATTACHMENT*)

ISSUED SHARES

Number of Shares	Class/Series	Par Value
100	Common	0.01

This report must be **signed in ink** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

[redacted]

80317

File Date: 3.27.03

Check No.: 087589

By:

FOR SECRETARY OF STATE USE ONLY

[redacted]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer — *Date* 3/11/03

HARVEY SMALHEISER
Print or Type Name of Officer

VICE PRESIDENT
Title of Officer

[redacted] 5

PAYWISE, INC.

(New York)

Directors

Julio Arrieta	175 Broad Hollow Road Melville, New York 11747
Patrick Lyons	175 Broad Hollow Road Melville, New York 11747
Aitor Retes	175 Broad Hollow Road Melville, New York 11747

Officers

Julio Arrietta - Chair of the Board and President	175 Broad Hollow Road Melville, New York 11747
Patrick Lyons- Chief Financial Officer	175 Broad Hollow Road Melville, New York 11747
Rose Cavagnolo - Vice President	122 E. 42nd Street New York, New York 10168
Barbara Mass - Vice President	122 E. 42nd Street New York, New York 10168
Harvey Smalheiser -Vice President, Taxes	175 Broad Hollow Road Melville, New York 11747
Jyrl Washington - Vice President, General Counsel and Secretary	175 Broad Hollow Road Melville, New York 11747
Diana R. Karabelas – Assistant Vice President, Assistant Secretary and Assistant General Counsel	175 Broad Hollow Road Melville, New York 11747

STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040

STOP
PLEASE READ INSTRUCTIONS

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1–March 1 • Filing Fee: $50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.: 80317
2. Name of Corporation: PAYWISE, INC.
3. Street Address Principal Business Office: 171 BROADHOLLOW ROAD — City: MELVILLE — State: NY — Zip: 11747
4. Business Phone No.: 631-844-4906
5. State of Incorporation: NEW YORK
6. SIC Code: 7880
7. Brief Description of the Character of Business Conducted in Rhode Island: Payrolling Services

8. NAMES AND ADDRESSES OF THE OFFICERS *("X" BOX FOR ATTACHMENT)* **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name: DEBORAH POND-HEIDE
Street Address: 171 BROADHOLLOW RD
City: MELVILLE — State: NY — Zip: 11747

Vice President Name: HARVEY SMALHEISER
Street Address: 171 BROADHOLLOW RD
City: MELVILLE — State: NY — Zip: 11747

Secretary Name: JYRL WASHINGTON
Street Address: 171 BROADHOLLOW RD
City: MELVILLE, — State: NY — Zip: 11747

Treasurer Name: MAUREEN GRIPPA
Street Address: 171 BROADHOLLOW RD
City: MELVILLE — State: NY — Zip: 11747

9. NAMES AND ADDRESSES OF THE DIRECTORS *("X" BOX FOR ATTACHMENT)* **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name: DEBORAH POND-HEIDE
Street Address: 171 BROADHOLLOW RD
City: MELVILLE — State: NY — Zip: 11747

Director Name:
Street Address:
City — State — Zip:

Director Name: MARK EATON
Street Address: 171 BROADHOLLOW RD
City: MELVILLE — State: NY — Zip: 11747

Director Name:
Street Address:
City — State — Zip:

10. SHARES AUTHORIZED *("X" BOX FOR ATTACHMENT)*

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
200	COMM	$.01 PAR VALUE

11. SHARES ISSUED *("X" BOX FOR ATTACHMENT)*

ISSUED SHARES

Number of Shares	Class/Series	Par Value
100	Common	0.01

This report must be **signed in ink** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

80317

File Date: 4.5.02

Check No.: 554896

By:

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer — Date: 2/20/02

Print or Type Name of Officer: HARVEY SMALHEISER

Title of Officer: VICE PRESIDENT

STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040

STOP
PLEASE READ INSTRUCTIONS

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

Filing Period: January 1–March 1 • Filing Fee: $50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 80317
2. Name of Corporation PAYWISE, INC.
3. Street Address Principal Business Office: 122 East 42nd Street — City: New York — State: New York — Zip: 10168
4. Business Phone No.: (800) 975-8607
5. State of Incorporation: NEW YORK
6. SIC Code: 7880
7. Brief Description of the Character of Business Conducted in Rhode Island: Payroll Services

8. NAMES AND ADDRESSES OF THE OFFICERS (*"X" BOX FOR ATTACHMENT*) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name: Debbie Pond-Heide
Street Address: 175 Broad Hollow Road
City: Melville — State: New York — Zip: 11747

Vice President Name: Rose Cavagnola
Street Address: 122 East 42nd Street Suite 520
City: New York — State: New York — Zip: 10168

Secretary Name: Tyrl Washington
Street Address: 175 Broad Hollow Road
City: Melville — State: New York — Zip: 11747

Treasurer Name: Maureen Grippa
Street Address: 175 Broad Hollow Road
City: Melville — State: New York — Zip: 11747

9. NAMES AND ADDRESSES OF THE DIRECTORS (*"X" BOX FOR ATTACHMENT*) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name: Debbie Pond-Heide
Street Address: 175 Broad Hollow Road
City: Melville — State: New York — Zip: 11747

Director Name: Mark R. Eaton
Street Address: 175 Broad Hollow Road
City: Melville — State: New York — Zip: 11747

Director Name:
Street Address:
City — State — Zip:

Director Name:
Street Address:
City — State — Zip:

10. SHARES AUTHORIZED (*"X" BOX FOR ATTACHMENT*)

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
200 SHS	common	$1.01

11. SHARES ISSUED (*"X" BOX FOR ATTACHMENT*)

ISSUED SHARES

Number of Shares	Class/Series	Par Value
100	Common	$0.01

This report must be **signed in ink** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

[redacted] *80317*

File Date: 2/20

Check No.: 391947

By: Cr

FOR SECRETARY OF STATE USE ONLY

[redacted]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Tyrl Washington — 2/16/01
Signature of Officer — *Date*

Tyrl Washington
Print or Type Name of Officer

Secretary
Title of Officer

Form 630 12/00

STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1–March 1 • Filing Fee: $50.00

STOP
PLEASE READ INSTRUCTIONS

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.	2. Name of Corporation
80317	PAYWISE, INC.

3. Street Address Principal Business Office	City	State	Zip
100 Redwood Shores Parkway	Redwood City	CA	94065

4. Business Phone No.	5. State of Incorporation	6. SIC Code
650-610-1000	NEW YORK	7880

7. Brief Description of the Character of Business Conducted in Rhode Island

Payrolling services

8. NAMES AND ADDRESSES OF THE OFFICERS *("X" BOX FOR ATTACHMENT)* **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name	Vice President Name
Debbie Pond-Heide	Barbara Mass and Rose Cavagnola
Street Address	Street Address
100 Redwood Shores Parkway	122 East 42nd Street, Suite 520
City / State / Zip	City / State / Zip
Redwood City / CA / 94065	New York / NY / 10168
Secretary Name	Treasurer Name
Jyrl Washington	Mark Richman
Street Address	Street Address
100 Redwood Shores Parkway	100 Redwood shores Parkway
City / State / Zip	City / State / Zip
Redwood City / CA / 94065	Redwood City / CA / 94065

9. NAMES AND ADDRESSES OF THE DIRECTORS *("X" BOX FOR ATTACHMENT)* **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name	Director Name
Debbie Pond-Heide	
Street Address	Street Address
100 Redwood shores Parkway	
City / State / Zip	City / State / Zip
Redwood City / CA / 94065	
Director Name	Director Name
Mark Eaton	
Street Address	Street Address
100 Redwood Shores Parkway	
City / State / Zip	City / State / Zip
Redwood City / CA / 94065	

10. SHARES AUTHORIZED *("X" BOX FOR ATTACHMENT)*

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
200	Common	$0.01

11. SHARES ISSUED *("X" BOX FOR ATTACHMENT)*

ISSUED SHARES

Number of Shares	Class/Series	Par Value
100	COMMON	$.01

This report must be **signed in ink** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

[redacted]

5/1/00

File Date: _____

Check No.: 632358

By: _____

FOR SECRETARY OF STATE USE ONLY

[redacted]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

J Washington — February 23, 2000

Signature of Officer — *Date*

Jyrl Washington

Print or Type Name of Officer

Secretary

Title of Officer

STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040

STOP
PLEASE READ INSTRUCTIONS

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999

Filing Period: January 1–March 1 • Filing Fee: $50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.: 80317

2. Name of Corporation: PAYWISE, INC.

3. Street Address Principal Business Office: 100 REDWOOD SHORES PARKWAY
City: REDWOOD CITY State: CA Zip: 94065

4. Business Phone No.: 650-610-1000

5. State of Incorporation: NEW YORK

6. SIC Code: 7880

7. Brief Description of the Character of Business Conducted in Rhode Island: PAYROLLING SERVICE

8. NAMES AND ADDRESSES OF THE OFFICERS *("X" BOX FOR ATTACHMENT)* X **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name: DEBBIE POND-HEIDE
Street Address: 100 REDWOOD SHORES PARKWAY
City: REDWOOD CITY State: CA Zip: 94065

Secretary Name: DOREEN R PENFIELD
Street Address: 100 REDWOOD SHORES PARKWAY
City: REDWOOD CITY State: CA Zip: 94065

Vice President Name: ROSE CAVAGNOLA
Street Address: 310 MADISON AVENUE, SUITE 1925
City: NEW YORK State: NY Zip: 10017

Treasurer Name: MARK RICHMAN
Street Address: 100 REDWOOD SHORES PARKWAY
City: REDWOOD CITY State: CA Zip: 94065

9. NAMES AND ADDRESSES OF THE DIRECTORS *("X" BOX FOR ATTACHMENT)* **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name: DEBBIE POND-HEIDE
Street Address: 100 REDWOOD SHORES PARKWAY
City: REDWOOD CITY State: CA Zip: 94065

Director Name: MARK R EATON
Street Address: 100 REDWOOD SHORES PARKWAY
City: REDWOOD CITY State: CA Zip: 94065

Director Name:
Street Address:
City: State: Zip:

Director Name:
Street Address:
City: State: Zip:

10. SHARES AUTHORIZED *("X" BOX FOR ATTACHMENT)*

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
200	COMMON	$0.01

11. SHARES ISSUED *("X" BOX FOR ATTACHMENT)*

ISSUED SHARES

Number of Shares	Class/Series	Par Value
100	COMMON	$0.01

This report must be **signed in ink** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

[redacted] [barcode] * 8 0 3 1 7 *

File Date: Jan 28 99

Check No.: 4180512

By: JD

FOR SECRETARY OF STATE USE ONLY

[redacted]

Under penalty of perjury, I declare and affirm that I have examined this report including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: [signature] Date: 1/20/99

Print or Type Name of Officer: DOREEN R PENFIELD

Title of Officer: SECRETARY

PAYWISE, INC.
(NEW YORK)

ADDITIONAL DIRECTORS AND OFFICERS

NAME	TITLE	BUSINESS ADDRESS
Mark R. Eaton	Chief Financial Officer/Director/Assistant Secretary	100 Redwood Shores Parkway Redwood City, CA 94065
Barbara Mass	Vice President	310 Madison Avenue, # 1925 New York, NY 10017

STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-277-3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1998

Filing Period: January 1–March 1 • Filing Fee: $50.00

STOP PLEASE READ INSTRUCTIONS

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.: 80317
2. Name of Corporation: PAYWISE, INC.
3. Street Address Principal Business Office: 100 REDWOOD SHORES PARKWAY — City: REDWOOD CITY — State: CA — Zip: 94065
4. Business Phone No.: 650-610-1000
5. State of Incorporation: NEW YORK
6. SIC Code: 7880
7. Brief Description of the Character of Business Conducted in Rhode Island: PAYROLLING SERVICE"

8. NAMES AND ADDRESSES OF THE OFFICERS *("X" BOX FOR ATTACHMENT)*

President Name: DEBORAH POND-HEIDE	Vice President Name: ROSE CAVAGNOLO
Street Address: 100 REDWOOD SHORES PARKWAY	Street Address: 310 MADISON AVENUE, SUITE 1925
City / State / Zip: REDWOOD CITY / CA / 94065	City / State / Zip: NEW YORK / NY / 10017
Secretary Name: DOREEN PENFIELD	Treasurer Name: MARK RICHMAN
Street Address: 100 REDWOOD SHORES PARKWAY	Street Address: 100 REDWOOD SHORES PARKWAY
City / State / Zip: REDWOOD CITY / CA / 94055	City / State / Zip: REDWOOD CITY / CA / 94065

9. NAMES AND ADDRESSES OF THE DIRECTORS *("X" BOX FOR ATTACHMENT)*

Director Name: DEBORAH POND-HEIDE	Director Name: MARK EATON
Street Address: 100 REDWOOD SHORES PARKWAY	Street Address: 100 REDWOOD SHORES PARKWAY
City / State / Zip: REDWOOD CITY / CA / 94065	City / State / Zip: REDWOOD CITY / CA / 94065
Director Name:	Director Name:
Street Address:	Street Address:
City / State / Zip:	City / State / Zip:

10. SHARES AUTHORIZED *("X" BOX FOR ATTACHMENT)*

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
200	COMMON	$0.01

11. SHARES ISSUED *("X" BOX FOR ATTACHMENT)*

ISSUED SHARES

Number of Shares	Class/Series	Par Value
100	COMMON	$0.01

This report must be **signed in ink** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

* 8 0 3 1 7 *

File Date: _____

Check No.: _____

By: _____

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Doreen Penfield 1-29-98

Signature of Officer — *Date*

DOREEN PENFIELD

Print or Type Name of Officer

SECRETARY

Title of Officer

STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-277-3040

STOP: PLEASE READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

PROFIT CORPORATION ANNUAL REPORT 1997

Filing Period: January 1–March 1 • Filing Fee: $50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 80317

2. Name of Corporation PAYWISE, INC.

3. Street Address Principal Business Office 310 MADISON AVENUE, SUITE 1925 — *City* NEW YORK — *State* NEW YORK — *Zip* 10017

4. Business Phone No. (212) 953-1287

5. State of Incorporation NEW YORK

6. SIC Code 7880

7. Brief Description of the Character of Business Conducted in Rhode Island
PAYROLLING SERVICE

8. NAMES AND ADDRESSES OF THE OFFICERS *("X" BOX FOR ATTACHMENT)*

President Name DEBORAH POND-HEIDE
Street Address 100 REDWOOD SHORES PARKWAY
City REDWOOD CITY — *State* CA — *Zip* 94065

Vice President Name ROSE CAVAGNOLO
Street Address 100 REDWOOD SHORES PARKWAY
City REDWOOD CITY — *State* CA — *Zip* 94065

Secretary Name DOREEN PENFIELD
Street Address 100 REDWOOD SHORES PARKWAY
City REDWOOD CITY — *State* CA — *Zip* 94065

Treasurer Name MARK RICHMAN
Street Address 100 REDWOOD SHORES PARKWAY
City REDWOOD CITY — *State* CA — *Zip* 94065

9. NAMES AND ADDRESSES OF THE DIRECTORS *("X" BOX FOR ATTACHMENT)*

Director Name DEBORAH POND-HEIDE
Street Address 100 REDWOOD SHORES PARKWAY
City REDWOOD CITY — *State* CA — *Zip* 94065

Director Name MARK EATON
Street Address 100 REDWOOD SHORES PARKWAY
City REDWOOD CITY — *State* CA — *Zip* 94065

Director Name
Street Address
City — *State* — *Zip*

Director Name
Street Address
City — *State* — *Zip*

10. SHARES AUTHORIZED AND ISSUED *("X" BOX FOR ATTACHMENT)*

AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	*Class/Series*	*Par Value*	*Number of Shares*	*Class/Series*	*Par Value*
200	COMMON	$0.01	100	COMMON	$0.01

This report must be **signed in ink** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

[redacted]

File Date: 8.4.97

Check No.: 187410

By: ICP

FOR SECRETARY OF STATE USE ONLY

[redacted]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer — *Date* 7/30/97

DOREEN PENFIELD
Print or Type Name of Officer

SECRETARY
Title of Officer

PROFIT CORPORATON ANNUAL REPORT 1996

Filing Period: January 1–March 1
Filing Fee: $50.00

State of Rhode Island and Providence Plantations
James R. Langevin, *Secretary of State*
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335 • (401) 277-3040

PLEASE TYPE OR PRINT IN BLACK INK.

1 CORPORATE ID NO. P0317 2. NAME OF CORPORATION
13-3692806 Paywise, Inc.

3 STREET ADDRESS PRINCIPAL BUSINESS OFFICE: 902 Broadway
CITY: New York STATE: NY ZIP CODE: 10010

4 BUSINESS PHONE NO.: 212-995-2400
5 STATE OF INCORPORATION: New York
6 SIC CODE: 7880

7 BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND: Payrolling Service

8. NAMES AND ADDRESSES OF THE OFFICERS

PRESIDENT NAME
STREET ADDRESS
CITY STATE ZIP CODE

VICE PRESIDENT NAME
STREET ADDRESS
CITY STATE ZIP CODE

SECRETARY NAME
STREET ADDRESS
CITY STATE ZIP CODE

TREASURER NAME
STREET ADDRESS
CITY STATE ZIP CODE

See Attached Page

9. NAMES AND ADDRESSES OF THE DIRECTORS

DIRECTOR NAME
STREET ADDRESS
CITY STATE ZIP CODE

DIRECTOR NAME
STREET ADDRESS
CITY STATE ZIP CODE

DIRECTOR NAME
STREET ADDRESS
CITY STATE ZIP CODE

DIRECTOR NAME
STREET ADDRESS
CITY STATE ZIP CODE

10. SHARES AUTHORIZED AND ISSUED

AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
100	C	$.01	100	C	$.01

This report must be **SIGNED IN INK** by either the
President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Rose Cavagnolo V-P
Signature of Officer

Rose Cavagnolo
Print or Type Name of Officer

Vice President
Title of Officer

10-7-96
Date

File Date: 11/29

Check No: 107497

By: kld

For Secretary of State Use Only

FORM 31 12/95

PAYWISE, INC.

Directors and Officers

P. Foriel-Destezet
9 av. E. Deschanel
75007 Paris (France)

Director
President

Rose Cavagnolo
20-47 28th Street
Astoria, NY 11105
#111-28-0022

Executive Vice President
Secretary

902 Broadway, New York, NY 10010 (212) 995-2557 • (800) 451-7112 • Fax (212) 677-0741

State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island 02903-1335
401-277-3040

ANNUAL REPORT
Please Type or Prin
File Annually – Jan. 1 - March
Filing Fee $50.0
Make Checks Payable to: Secretary of Stat

ALL ENTRIES MUST BE COMPLETED IN FULL OR THE FORM WILL BE RETURNED.

Corporate ID: 13-3692806 80317 Annual Report for the year: 1995

Name of Corporation: PAYWISE, INC.

Business entity organized under the laws of the State of: NEW YORK

For foreign entity, address and telephone number of principal office:
902 BROADWAY
NEW YORK, N.Y. 10010

Phone: (212 995-2400

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):
123 DYER STREET
PROVIDENCE, R.I. 02903

Phone: ( )

Business Entity is (check one):
[X] Business Corporation (See RIGL Chapter 7-1.1)
[ ] Professional Service Corporation (See RIGL Chapter 7-5.1)

Brief statement of the character of business conducted in Rhode Island:
STAFFING SERVICES / PAYROLLING

THE NAMES OF THE OFFICERS ARE:

PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
VICE PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
SECRETARY	STREET ADDRESS	CITY/STATE	ZIP CODE
TREASURER	STREET ADDRESS	CITY/STATE	ZIP CODE

Please See Attached Listing

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
NAME	STREET ADDRESS	CITY/STATE	ZIP CODE

NUMBER OF SHARES AUTHORIZED (Rider may be attached)		NUMBER OF SHARES ISSUED AND OUTSTANDING (Rider may be attached)	
Number of Shares	Class / Series	Number of Shares	Class / Series
100	NPV	100	NPV

Date MARCH 15, 1995

By: X Rose Cavagnolo VP
ROSE CAVAGNOLO
PRINT OR TYPE NAME OF OFFICER SIGNING
VICE PRESIDENT
TITLE OF OFFICER SIGNING

Form 31 1/95

DESIGNATED REGISTERED AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the registered office and/or registered agent indicated below is incorrect, Form 9 must be filed.

FILED
MAR 20 1995
By

ECCO STAFFING SERVICES, INC.
13-3176157

Philippe Foriel Destezet	902 Broadway, New York, N.Y. 10010	Chairman	
Pierre Dupasquier	902 Broadway, New York, N.Y. 10010	Director	
Rose Cavagnolo	902 Broadway, New York, N.Y. 10010	V.P./Secy.	111-28-0022
Barbara Mass	20 E. 21st Street, New York, N.Y. 10010	V.P	069-34-1287