

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION

100 NORTH MAIN STREET

PROVIDENCE, RI 02903

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

Corp. I.D. # 80317

PayWise, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is PayWise, Inc.

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island.)

THIRD: It is incorporated under the laws of New York

FOURTH: The date of its incorporation is January 4, 1993 and the period of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 902 Broadway, New York, New York 10010

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, Rhode Island 02903 and the name of its proposed registered agent in Rhode Island at that address is C.T. Corporation System
C T CORPORATION SYSTEM

Kristine A. Turi
Signature

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

payrolling services. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

65 JUN 29 11 57 AM '94

SECRETARY OF STATE
CORPORATIONS DIVISION

FILED

JUN 29 1994

BY 1059124739

EIGHTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Philippe Foriel-Destezet	Director	902 Broadway, New York , New York 10010
	Director	
	Director	
Philippe Foriel-Destezet	President	902 Broadway, New York , New York 10010
Rose Cavagnolo	Vice President	902 Broadway, New York , New York 10010
Rose Cavagnolo	Secretary	902 Broadway, New York , New York 10010
Philippe Foriel-Destezet	Treasurer	902 Broadway, New York , New York 10010

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
200	undesignated	(No series)	\$0.01

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
100	undesignated	(No series)	\$0.01

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ -0-

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 52,000.000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 315,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated June 2, 1994

PayWise, Inc.
[Exact Corporate Name of Corporation Making Application]

By [Signature]
Philippe Foriel-Destezet
Its President
and [Signature]
Rose Cavagnolo
Its Secretary

STATE OF New York }
COUNTY OF New York } Sc.

At New York, in said County on the 2 day
of June, 1994, before me personally appeared Rose
cavagnolo, who being by me first duly sworn, declared that
she is the Secretary of PayWise, Inc.
that she signed the foregoing document as such Secretary of the
corporation, and that the statements therein contained are true.

[Signature]
Notary Public EILEEN KEANE
NOTARY PUBLIC, State of New York
No. 31-306662
Qualified in New York County
Commission Expires May 31, 1995

(NOTARIAL SEAL)

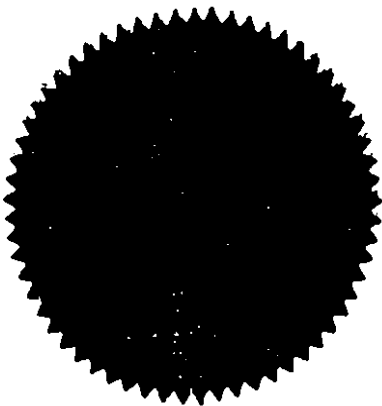
STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF AUTHORITY
OF

I, _____ Secretary of State of the
State of Rhode Island hereby certify that duplicate originals of an Application of

_____ for a Certificate of Authority to transact business in this State, duly signed and verified
pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1958, as amended, have
been received in this office and are found to conform to law, and that the foregoing is a
duplicate original of the Application for such Certificate.

Witness my hand and the seal of the State
of Rhode Island this _____ day of
19 _____

Secretary of State



CERTIFICATE OF INCORPORATION

OF

PAYROLL PLANS, INC.

98010000154

Under Section 402 of the Business Corporation Law

The undersigned, a natural person over the age of eighteen years, desiring to form a corporation pursuant to the provisions of the Business Corporation Law of the State of New York, hereby certifies as follows:

FIRST: The name of the corporation is

PAYROLL PLANS, INC.

hereinafter sometimes called "the corporation."

SECOND: The purpose for which the corporation is

State of New York }
Department of State } ss:

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

JUN 24 1994

Ed S. Shaffer

Secretary of State