

Filing Fee: \$150.00

License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

144162

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign 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:

1 The name of the corporation is PROPAY PLUS, INC.

2 It is incorporated under the laws of STATE OF DELAWARE

3 The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4 The date of its incorporation is 07-28-04 and the period of its duration is PERPETUITY

5 The address of its principal office in the state or country under the laws of which it is incorporated is HARVARD BUSINESS SCHOOL
25 GREYSTONE MANOR, LEWES, DE 19958-9776

6 The address of its proposed registered office in Rhode Island is 20 CONGDON DR.
(Street Address, not P.O. Box)

SE. KINGSTOWN RI 02879 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is CLAIRE BOUDREAU
(Name of Agent)

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

TO CONDUCT A BUSINESS FOR PROFIT THAT
OFFERS SERVICES & PRODUCTS (PAYROLL ACCOUNTING SOFTWARE
TRAINING & APPLICATION)

8 The names and respective addresses of the directors and officers are:

| | Name | Address |
|----------------|-----------------|---------------------------------|
| Director | | |
| Director | | |
| President | CLAIRE BOUDREAU | 20 CONGDON DR. SE. KINGSTOWN RI |
| Vice President | SERGE BOUDREAU | " " |
| Treasurer | CLAIRE BOUDREAU | " " |
| Secretary | CLAIRE BOUDREAU | " " |

NOV 23 2004

By Kmc
M 5/11/81

- 9 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 or Statement that Shares are without Par Value |
|------------------|-------|--------|--|
| 1500 | A | Common | 1.00 |
| | | | |
| | | | |

- 10 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 or Statement that Shares are without Par Value |
|------------------|-------|--------|--|
| 100 | A | Common | 1.00 |
| | | | |
| | | | |

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
- 12 (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 40,000-.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 28,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 70% [divide (b) by (a) and multiply by 100 to obtain the percentage].
- 13 This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation

Date 08-05-04

PROPOS PLUS INC.
Print Exact Name of Corporation Making Application

By Clair Boudreau
☒ President or ☐ Vice President (check one)

By Clair Boudreau ^{AND}
☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF Rhode Island
COUNTY OF

In Providence on this 5th day of August, 2004, personally appeared before me Clair Boudreau who, being by me first duly sworn, declared that he/she is the Pres. Sec. of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Cathryn J. Morgan
Notary Public
My Commission Expires: 3/11/06

Filing Fee: \$50.00

ID Number: 144162



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FICTITIOUS BUSINESS NAME STATEMENT
(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-1.1-7.1, 7-16-9 or 7-13-2 of the General Laws, 1956, as amended, the undersigned business corporation, limited liability company or limited partnership hereby submits the following statement for authority to transact business in the state of Rhode Island under a fictitious business name:

1. The legal name of the applicant business corporation, limited liability company or limited partnership is: PRO PAY PLUS INC.
2. The fictitious business name to be used is R.I. GIFT BASKET CO. LLC
3. The state or territory under the laws of which it is incorporated, organized or formed is DELAWARE
4. The date of incorporation, organization or formation is JAN 28, 2004
5. If a business corporation, the address of its registered office within Rhode Island is 20 CONGDON DR. SO. KINGSTOWN RI 02879
6. If a business corporation, the business in which it is engaged PROMOTING RI PRODUCED PRODUCTS THROUGH GIFT BASKET SALES
7. Applicant is otherwise authorized to do business in the state of Rhode Island.

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: Aug. 5 2004

PRO PAY PLUS INC

Name of Applicant Corporation, Limited Liability Company or Limited Partnership

By Claire Boudreau Title Pres.
Signature of Officer for the Corporation

or

By _____
Signature of Authorized Person for the Limited Liability Company

or

By _____
Signature of Authorized Person for the Limited Partnership

FILED

NOV 23 2004

By KMC MS1181



PAYROLL PLUS CORPORATION,
TRANSPORT LEASING/CONTRACT, INC.

August 16, 2004

Ms. Claire Boudreault
20 Congdon Drive
South Kingston, Rhode Island 02679

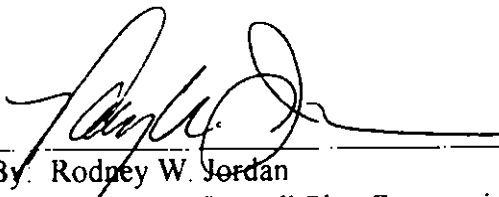
Re: Pro Pay Plus, Inc.

Dear Ms. Boudreault:

Payroll Plus Corporation ("PPC") is a wholly-owned subsidiary of Transport Labor Contract/Leasing Inc. ("TLCL"). I serve as the corporate secretary of both TLCL and PPC.

I hereby certify that TLCL and PPC do not object to your company doing business under the name, Pro Pay Plus, Inc. I further certify that TLCL and PPC do not object to the registration of the name Pro Pay Plus, Inc. to do business in the state of Rhode Island. This approval is based on your representation that Pro Pay Plus, Inc. is not in the employee leasing business.

Signed this 16th day of August, 2004.



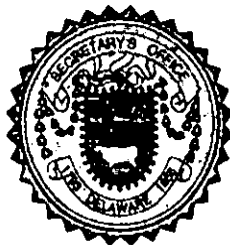
By: Rodney W. Jordan
Secretary - Payroll Plus Corporation
Secretary - Transport Labor Contract/Leasing, Inc.

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "PROPAYPLUS, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2004, AT 3:31 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3756776 8100

AUTHENTICATION: 3224658

040506844

DATE: 07-09-04