

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

**May 13 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # G81043 (3)

1. Corporation Name
ADP TOTALSOURCE I, INC.



Principal Place of Business 4010 STATE STREET TAMPA FL 33609	Mailing Address ONE ADP BLVD MS433 ROSELAND NJ 07068
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 01/26/1984	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29
4. FEI Number 59-2366440	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S PINE ISLAND RD PLANTATION FL 33324		10. Name and Address of New Registered Agent	
81 Name		82 Street Address (P.O. Box Number is Not Acceptable)	
83		84 City	
		FL 85	Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent's signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	P
NAME	BENSON, JAMES B	1.2 NAME	THOMAS HALL
STREET ADDRESS	ONE ADP BLVD	1.3 STREET ADDRESS	ONE ADP BLVD.
CITY-ST-ZIP	ROSELAND NJ 07068	1.4 CITY-ST-ZIP	ROSELAND, NJ 07068
	<input checked="" type="checkbox"/> DELETE	2.1 TITLE	V/S/D
TITLE	VPC	2.2 NAME	ROBERT J. SINGER
NAME	HAVILAND, RICHARD J	2.3 STREET ADDRESS	ONE ADP BLVD.
STREET ADDRESS	ONE ADP BLVD	2.4 CITY-ST-ZIP	ROSELAND, NJ 07068
CITY-ST-ZIP	ROSELAND NJ 07068		
	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	V/T
TITLE	VPT	3.2 NAME	DAVID KIRKUP
NAME	PIRRET, JOSEPH B	3.3 STREET ADDRESS	ONE ADP BLVD.
STREET ADDRESS	ONE ADP BLVD	3.4 CITY-ST-ZIP	ROSELAND, NJ 07068
CITY-ST-ZIP	ROSELAND NJ 07068		
	<input checked="" type="checkbox"/> DELETE	4.1 TITLE	AS
TITLE	AS	4.2 NAME	GREGORY BUSKO
NAME	SINGER, ROBERT J	4.3 STREET ADDRESS	ONE ADP BLVD.
STREET ADDRESS	ONE ADP BLVD	4.4 CITY-ST-ZIP	ROSELAND, NJ 07068
CITY-ST-ZIP	ROSELAND NJ 07068		
	<input type="checkbox"/> DELETE	5.1 TITLE	
TITLE	D	5.2 NAME	
NAME	WALKER, JEFFREY D	5.3 STREET ADDRESS	
STREET ADDRESS	3701 MONARCH DR.	5.4 CITY-ST-ZIP	
CITY-ST-ZIP	TAMPA FL 33618		
	<input type="checkbox"/> DELETE	6.1 TITLE	
TITLE		6.2 NAME	
NAME		6.3 STREET ADDRESS	
STREET ADDRESS		6.4 CITY-ST-ZIP	
CITY-ST-ZIP			

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE _____

CR2E034 (10/97)