

AUG-10-05 04:36PM

FROM: AKERMAN SENTERFITT EIDSON PA

18544835603

18544835603

H20755

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000191815 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Daina Juana
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A. (FT. LAUDERDALE)
Account Number : 119980000010
Phone : (954) 463-2700
Fax Number : (954) 463-2224

BASIC AMENDMENT

ADP TOTALSOURCE SERVICES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

RECEIVED

05 AUG 10 AM 8:00

DIVISION OF CORPORATIONS

FILED
05 AUG 10 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

*Amend / Restated / cc
@ 8/11/05*

FILED
05 AUG 10 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H05000191815

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ADP TOTALSOURCE SERVICES, INC.**

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of ADP TOTALSOURCE SERVICES, INC., originally filed with the Secretary of State of the State of Florida on September 13, 1984, are hereby amended and restated in their entirety as of the 10th day of August, 2005 as follows:

**ARTICLE I
NAME**

The name of the corporation is ADP TOTALSOURCE SERVICES, INC. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is: 10200 Sunset Drive, Miami, FL 33173.

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is Ten Thousand (10,000) shares, \$0.001 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 2731 Executive Park Drive, Suite 4, Weston, FL 33331. The name of the Corporation's registered agent at that office is NRAI Services, Inc.

**ARTICLE V
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the fullest extent now or hereafter permitted by law.

H05000191815

H05000191815

The foregoing amendment and restatement was adopted on June 30, 2005 pursuant to the written consent of the Sole Director and the Sole Shareholder of the Corporation pursuant to the provisions of Section 607.0704, 607.0821, 607.1003 and 607.1007 of the Florida Business Corporation Act. The number of votes cast for the amendment and restatement was sufficient for approval.

The effective time and date of these Amended and Restated Articles of Incorporation shall be upon its filing with the Florida Department of State.

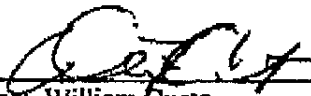
[Signature on the following page]

H05000191815

H05000191815

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on June 30, 2005.

ADP TOTALSOURCE SERVICES, INC.

By: 
Name: William Cueto
Title: Assistant Secretary