

STEEL HECTOR & DAVIS LLP  
Requestor's Name

H20911

215 SOUTH MONROE STREET/SUITE 601  
Address

TALLAHASSEE 222-2300  
City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. THE VINCAM GROUP, INC. H20911  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
99 MAR 11 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- Walk in       Pick up time 4:00       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

ATTENTION: SUSAN PAYNE

800002803808-3  
-03/12/99-01024-022  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

PLEASE CONTACT ELIZABETH REGARDING ANY QUESTIONS - 222-2300. THANK YOU.

Amended & Restated Articles

Examiner's Initials SP

3/12/99

RECEIVED  
99 MAR 12 AM 10:03  
CR20225

**ARTICLES OF AMENDMENT AND RESTATEMENT OF  
THE ARTICLES OF INCORPORATION OF  
THE VINCAM GROUP, INC.**

Pursuant to the provisions of § 607.1007 of the Florida Business Corporation Act, the undersigned corporation hereby submits these Articles of Amendment and Restatement and the Amended and Restated Articles of Incorporation attached hereto.

1. The name of this corporation is THE VINCAM GROUP, INC. (the "Corporation").
2. The attached Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation of the Corporation which required shareholder approval. All such amendments were duly adopted and approved by the sole shareholder of the Corporation, with the number of votes cast for the amendments by the sole shareholder being sufficient for approval of such amendments, pursuant to a Written Consent of the Sole Shareholder of the Corporation dated March 11, 1999.
3. The Articles of Incorporation of the Corporation are superseded in their entirety, and replaced by the Amended and Restated Articles of Incorporation attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Restatement on behalf of the Corporation on March 11, 1999.

THE VINCAM GROUP, INC.

By: \_\_\_\_\_

Name: Elizabeth Marston

Title: Secretary and General Counsel

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE VINCAM GROUP, INC.**

The Articles of Incorporation of The Vincam Group, Inc. (the "Corporation"), originally filed with the State of Florida on September 10, 1984, are hereby amended and restated in their entirety as follows:

**ARTICLE I  
NAME**

The name of the corporation is THE VINCAM GROUP, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is: The Vincam Group, Inc., 10200 Sunset Drive, Miami, FL 33173-3033.

**ARTICLE III  
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is one thousand (1,000) shares, \$0.01 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: 10200 Sunset Drive, Miami, FL 33173-3033. The name of the Corporation's registered agent at that office is: Elizabeth Marston, Esq.

Prepared by:  
Michael Francis, Esq.  
One S.E. Third Avenue, 28th Floor  
Miami, Florida 33131  
(305) 374-5600  
Florida Bar No. 0134066

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**ARTICLE V  
ELIMINATION OF DIRECTOR LIABILITY**

The personal liability of all of the directors of the Corporation is hereby eliminated to the fullest extent allowed as provided by the Florida Business Corporation Act, as the same may be supplemented and amended.

**ARTICLE VI  
INDEMNIFICATION**

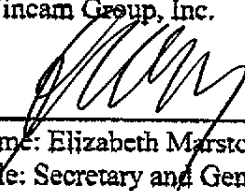
The Corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be supplemented and amended, indemnify and hold harmless any and all officers and directors of the Corporation from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation. Such indemnification provided shall not be deemed exclusive of any rights to which those indemnified may be entitled under any bylaw, agreement or resolution adopted by the shareholders entitled to vote thereon after notice.

**ARTICLE VII  
AFFILIATED TRANSACTIONS  
AND CONTROL-SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by Sections 607.0901 and 607.0902 of the Florida Business Corporations Act, relating to affiliated transactions and control-share acquisitions, respectively.

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation this 11th day of March, 1999.

The Vincam Group, Inc.

By:   
Name: Elizabeth Marston  
Title: Secretary and General Counsel