

STEEL HECTOR & DAVIS LLP
Requester's Name

215 SOUTH MONROE STREET/SUITE 601
Address

TALLAHASSEE 222-2300
City/State/Zip Phone #

H20911

Office Use Only

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

- 1. THE VINCAM GROUP, INC. H20911
(Corporation Name) (Document #)
- 2. Amended &
(Corporation Name) (Document #)
- 3. Restated
(Corporation Name) (Document #)
- 4. Articles
(Corporation Name) (Document #)

FILED
JUN 29 PM 2:18
TALLAHASSEE, FLORIDA

- Walk in
- Pick up time 2:00
- Certified Copy
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- Will wait
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- 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

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

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

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Examiner's Initials | ADR

6/29/99

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99 JUN 29 PM 2:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

THE VINCAM GROUP, INC.

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, THE VINCAM GROUP, INC., a Florida corporation (the "Corporation"), certifies that:

These Amended and Restated Articles of Incorporation contain amendments requiring the approval of the holders of shares of the common stock of the Corporation, and the sole shareholder approved such amendments by means of a written consent effective as of March 19, 1999. The number of votes cast for the amendments was sufficient for approval by the holder of common stock of the Corporation. These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation by means of a unanimous written consent effective as of March 19, 1999.

The text of the Articles of Incorporation, as amended, of the Corporation is hereby amended and restated in its entirety, effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of Florida, to read 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, Florida 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 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, Florida 33173-3033. The name of the Corporation's registered agent at that office is: Elizabeth Marston, Esq.

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

Section 1. Indemnification.

(a) The Corporation (and any successor to the Corporation by merger or otherwise) shall, and does hereby, indemnify, to the fullest extent permitted or authorized by current or future legislation (specifically including the full extent of indemnification permitted by §607.0850(7) Fla.Stat. (1994), or current or future judicial or administrative decisions (but, in the case of any such future legislation or decisions, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to such legislation or decision), each person (including the heirs, personal representatives, executors, administrators and estate of the person) who was or is a party, or is threatened to be made a party, or was or is a witness, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and any appeal therefrom (collectively, a "Proceeding"), against all liability (which for purposes of this Article includes all judgments, settlements, penalties, fines and taxes under the Employee Retirement Income Security Act of 1974, as amended) and costs, charges, and expenses (including attorneys' fees) asserted against him or incurred by him by reason of the fact that the person is or was (i) a director or an officer of the Corporation, or (ii) an employee of the Corporation who is

specifically granted the indemnification rights provided hereby by the Board of Directors, or (iii) serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including serving as a fiduciary of an employee benefit plan); provided, however, for purposes of this clause (iii) such employees and agents shall be indemnified only to the extent that the Board has granted such employees and agents the right to indemnification provided hereby (each an "Indemnified Person").

(b) Notwithstanding the foregoing, except with respect to the indemnification specified in the third sentence of Section 3 of this Article, the Corporation shall indemnify an Indemnified Person in connection with a Proceeding (or part thereof) initiated by an Indemnified Person only if authorization for the Proceeding (or part thereof) was not denied by the Board of Directors of the Corporation, acting in its sole discretion, within 60 days after the receipt of notice thereof from the Indemnified Person.

Section 2. Advance of Costs, Charges and Expenses. Costs, charges and expenses (including attorneys' fees) incurred by an Indemnified Person in defending a Proceeding shall be paid by the Corporation to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any future legislation or decisions, only to the extent that it permits the Corporation to provide broader rights to advance costs, charges and expenses than permitted prior to the legislation or decisions) in advance of the final disposition of the Proceeding, upon receipt of an undertaking reasonably satisfactory to the Board of Directors (the "Undertaking") by or on behalf of the Indemnified Person to repay all amounts so advanced if it is ultimately determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article; provided that, in connection with a Proceeding (or part thereof) initiated by such Indemnified Person (except a Proceeding authorized by the second sentence of Section 3 of this Article), the Corporation shall pay the costs, charges and expenses in advance of the final disposition of the Proceeding only if authorization for the Proceeding (or part thereof) was not denied by the Board of Directors of the Corporation, acting in its sole discretion, within 60 days after receipt of a request for advancement accompanied by an Undertaking. A person to whom costs, charges and expenses are advanced pursuant to this Article shall not be obligated to repay pursuant to the Undertaking until the final determination of (a) the pending Proceeding in a court of competent jurisdiction concerning the right of that person to be indemnified or (b) the obligation of the person to repay pursuant to the Undertaking.

The Board of Directors may, upon approval of the Indemnified Person, authorize the Corporation's counsel to represent the Indemnified Person in any action, suit or proceeding, whether or not the Corporation is a party to the action, suit or proceeding. In the event that the Corporation's counsel is representing the Indemnified Person and subject to any limitations imposed by law or any insurance policy referred to in Section 5 of this Article XI, any Indemnified Person shall have the right to retain separate

counsel and to have the fees and expenses of such counsel paid as incurred as provided herein in the event such person reasonably believes that there is an actual or potential conflict in interest between the Corporation and such person or in the event the Corporation or its insurer shall have failed to assume the defense and employ counsel acceptable to such person within a reasonable period of time after commencement of any action.

Section 3. Procedure for Indemnification. Any indemnification or advance under this Article shall be made promptly, and in any event within 60 days after delivery of the written request of the Indemnified Person. The right to indemnification or advances as granted by this Article shall be enforceable by an Indemnified Person in any court of competent jurisdiction if the Corporation denies the request under this Article in whole or in part, or if no disposition of the request is made within the 60-day period after delivery of the request. The requesting person's costs and expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in any action shall also be indemnified by the Corporation. It shall be a defense available to the Corporation to assert in the action that indemnification is prohibited by law or that the claimant has not met the standard of conduct, if any, required by current or future legislation or by current or future judicial or administrative decisions for indemnification (but, in the case of future legislation or decision, only to the extent that the legislation does not impose a more stringent standard of conduct than permitted prior to the legislation or decisions). The burden of proving this defense shall be on the Corporation. Neither (a) the failure of the Corporation (including its Board of Directors or any committee thereof, its independent legal counsel, and its shareholders) to have made a determination (prior to the commencement of the action) that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct, if any, nor (b) the fact that there has been an actual determination by the Corporation (including its Board of Directors or any committee thereof, its independent legal counsel, and its shareholders) that the claimant has not met the applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 4. Survival of Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may now or hereafter be entitled under any by-law, statute, agreement, vote of shareholders or disinterested directors or recommendation of counsel or otherwise, both as to actions in the person's capacity as a director, officer or employee and as to actions in another capacity while still a director, officer or employee, and shall continue as to an Indemnified Person who has ceased to be a director or officer and employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Corporation and each Indemnified Person who is an Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Business Corporation Act or any other

applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Corporation arising hereunder for claims relating to matters occurring prior to the repeal or modification. The Board of Directors of the Corporation shall have the authority, by resolution, to provide for indemnification of officers, employees or agents of the Corporation and for such other indemnification of Indemnified Persons as it deems appropriate.

Section 5. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including serving as a fiduciary of an employee benefit plan), against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or the applicable provisions of the Florida Business Corporation Act.

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 12th day of March, 1999.

The Vincam Group, Inc.

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

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**THE VINCAM GROUP, INC.
DIRECTORS' WRITTEN CONSENT TO ACTION**

Pursuant to Section 607.0821, Florida Statutes, the undersigned, constituting all of the members of the Board of Directors of The Vincam Group, Inc., a Florida corporation (the "Company"), hereby adopt and approve the following actions in lieu of holding a meeting of the Board of Directors:

RESOLVED, that the Amended and Restated Articles of Incorporation of the Company, attached as Exhibit A hereto and made a part hereof (the "Amended Articles"), are hereby authorized and approved in all respects, and the appropriate officers of the Company are hereby authorized and directed, in the name of and on behalf of the Company, to execute and file the Amended Articles with the Secretary of State of the State of Florida in accordance with the Florida Business Corporation Act; and

RESOLVED, that the Amended Articles are hereby recommended to the sole shareholder of the Company for its approval; and

RESOLVED, that all actions of any kind heretofore taken by the above-described officers of the Company in connection with the transactions contemplated by the foregoing resolution are hereby ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, the undersigned have executed this Directors' Written Consent to Action effective as of this ___ day of March, 1999.



Carlos A. Saladrigas



Howard E. Cox, Jr.



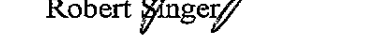
Charles M. Hazard, Jr.



Dr. John H. McArthur



Jose M. Sanchez



Robert Singer