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Apr 09 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # H25835 (0)
 1. Corporation Name
VINCAM HUMAN RESOURCES, INC. II



Principal Place of Business: **8040 SUNSET DR #70 MIAMI FL 33173-3486**
 Mailing Address: **2850 DOUGLAS RD. CORAL GABLES FL 33134-6901**

3. Date Incorporated or Qualified: **10/11/1984**
 3a. Date of Last Report: **04/30/1996**
 4. FEI Number: **59-2452319**
 Applied For: Not Applicable
 5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
 6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21, 22, 23, 24
 2a. Mailing Address: 26, 27, 28, 29, 30

9. Name and Address of Current Registered Agent
CUETO, WILLIAM
2850 DOUGLAS RD.
CORAL GABLES FL 33134

10. Name and Address of New Registered Agent
 B1 Name: **Elizabeth J. Keeler, Secretary**
 B2 Street Address (P.O. Box Number is Not Acceptable): **2850 Douglas Road**
 B3
 B4 City: **Coral Gables, FL** B5 Zip Code: **33134**

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 publications of, Section 607.0505, Florida Statutes.

SIGNATURE: *[Signature]* **Elizabeth J. Keeler, Secretary** DATE: **1/15/97**
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	SALADRIGAS, CARLOS A.	
STREET ADDRESS	2850 DOUGLAS RD.	
CITY - ST - ZIP	CORAL GABLES FL 33134	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	SANCHEZ, JOSE M.	
STREET ADDRESS	2850 DOUGLAS RD.	
CITY - ST - ZIP	CORAL GABLES FL 33134	
TITLE	S	<input type="checkbox"/> DELETE
NAME	HARRIS, CHRISTINA D. ESQ	
STREET ADDRESS	2850 DOUGLAS RD.	
CITY - ST - ZIP	CORAL GABLES FL 33134	
TITLE	TS	<input type="checkbox"/> DELETE
NAME	PEREZ, MARTIN J	
STREET ADDRESS	2850 DOUGLAS RD.	
CITY - ST - ZIP	CORAL GABLES FL 33134	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	CUETO, WILLIAM F	
STREET ADDRESS	2850 DOUGLAS RD	
CITY - ST - ZIP	CORAL GABLES FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Chief Financial Officer	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Stephen L. Waechter	
1.3 STREET ADDRESS	2850 Douglas Road	
1.4 CITY - ST - ZIP	Coral Gables, FL 33134	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY - ST - ZIP		
3.1 TITLE	Secretary	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Elizabeth J. Keeler	
3.3 STREET ADDRESS	2850 Douglas Road	
3.4 CITY - ST - ZIP	Coral Gables, FL 33134	
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY - ST - ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY - ST - ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY - ST - ZIP		

14. I do 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, changed, or on an attachment with an address.

SIGNATURE: *[Signature]* **Elizabeth J. Keeler, Secretary** DATE: **1/15/97**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)