

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

FILED

**Apr 15 1998 8:00am
Secretary of State**

 <p>PROFIT CORPORATION ANNUAL REPORT 1998</p>	<p>FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS</p>
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DOCUMENT # H25835 (0)

1. Corporation Name
VINCAM HUMAN RESOURCES, INC. II



DO NOT WRITE IN THIS SPACE

Principal Place of Business 8040 SUNSET DR #70 MIAMI FL 33173-3466	Mailing Address 2850 DOUGLAS RD. CORAL GABLES FL 33134
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3. Date Incorporated or Qualified 10/11/1984	
4. FEI Number 59-2452319	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	

2. Principal Place of Business	2a. Mailing Address		
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.		
22. City & State	27. City & State		
24. Zip	25. Country	28. Zip	29. Country
23. City & State	28. City & State	30. Zip	30. Country

9. Name and Address of Current Registered Agent

KEELER, ELIZABETH J. (Name change only)
**2850 DOUGLAS ROAD
CORAL GABLES FL 33134**

10. Name and Address of New Registered Agent

81. Name Elizabeth J. Marston	
82. Street Address (P.O. Box Number is Not Acceptable)	
83. City	
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 provisions of, Section 607.0505, Florida Statutes.

SIGNATURE *[Signature]* **ELIZABETH J. MARSTON SECRETARY** **4/8/98**
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	CFO <input type="checkbox"/> DELETE
NAME	WAECHTER, STEPHEN L.
STREET ADDRESS	2850 DOUGLAS ROAD
CITY-ST-ZIP	CORAL GABLES FL

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	CEO <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Carlos A Saladrigas
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Elizabeth J. Marston
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	President <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	John T. Carlen
5.3 STREET ADDRESS	2850 Douglas Road
5.4 CITY-ST-ZIP	Coral Gables, FL 33134
6.1 TITLE	CFO <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	Carlos A. Rodriguez
6.3 STREET ADDRESS	2850 Douglas Road
6.4 CITY-ST-ZIP	Coral Gables, FL 33134

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 in an amendment with an address.

CR2E034 (10/97)

**UNANIMOUS JOINT WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF:**

**VINCAM HUMAN RESOURCES, INC.
VINCAM HUMAN RESOURCES, INC. I
VINCAM HUMAN RESOURCES, INC. II
VINCAM HUMAN RESOURCES, INC. III
VINCAM HUMAN RESOURCES, INC. IV
VINCAM HUMAN RESOURCES, INC. V
VINCAM HUMAN RESOURCES, INC. VI
VINCAM HUMAN RESOURCES, INC. XII
VINCAM HUMAN RESOURCES OF MICHIGAN, INC.
PERSONNEL RESOURCES, INC.**

Pursuant to Section 607.0821 of the Florida Business Corporation Act, the undersigned directors, constituting all of the directors of the above named corporations (the "Companies") hereby consent to the following actions in lieu of holding meetings of directors:

RESOLVED, that Carlos A. Saladrigas is hereby removed from the office of President of each of the Companies, effective as of June 16, 1997 (but shall remain in the office of Chief Executive Officer and Chairman of the Board); and further

RESOLVED, that John T. Carlen is hereby elected to serve as President of each of the Companies, effective as of June 16, 1997, to serve until his successor is elected and qualified or until his earlier resignation or removal from office; and further

RESOLVED, that the resignation of Stephen L. Waechter as Chief Financial Officer and Senior Vice President of each of the Companies, effective as of December 9, 1997, is hereby accepted; and further

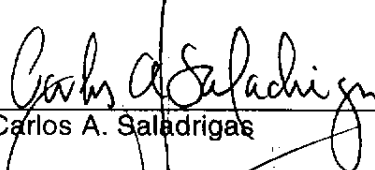
RESOLVED, that Carlos A. Rodriguez is hereby elected to serve as Chief Financial Officer and Senior Vice President of each of the Companies, effective as of December 9, 1997, to serve until his successor is elected and qualified or until his earlier resignation or removal from office; and further

RESOLVED, that the Board of Directors hereby acknowledges that Elizabeth J. Keeler, the Secretary of each of the Companies, has changed her name to Elizabeth J. Marston, and authorizes the proper officers of the Companies to note such change in the records thereof; and further

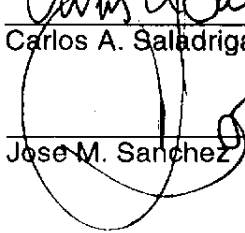
RESOLVED, that any and all actions taken to date on behalf of the Companies, and each of them, as an officer by the officers elected pursuant to the foregoing resolutions are hereby ratified and approved as fully as if such actions were authorized, approved and consented to prior to their commission even if such person was not an officer at the time such action was taken.

This Unanimous Joint Written Consent may be executed in counterparts, each of which shall constitute an original and all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Joint Written Consent as of the ____ day of December, 1997.



Carlos A. Saladrigas



Jose M. Sanchez