

FILE NOW: FILING FEE AFTER MAY 1ST IS \$50.00

FILED
Mar 10 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Morin Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # K95077 (9)
1. Corporation Name
PAYROLL BENEFITS, INC.

Principal Place of Business C/O PT1. 3710 CORPOREX PARK DR. STE. 300 TAMPA FL 33619	Mailing Address C/O PT1. 3710 CORPOREX PARK DR. STE. 300 TAMPA FL 33619
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/13/1989	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 50-2953841	Applied For Not Applicable
23 Zip	25 Country	28 Zip	30 Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
9. Name and Address of Current Registered Agent MOORE, MICHAEL M 3710 CORPOREX PARK DR SUITE #300 TAMPA FL 33619				10. Name and Address of New Registered Agent	
11. Pursuant to the provisions of Sections 607.0502 and 607.1506, 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 obligations of, Section 607.0505, Florida Statutes.				8. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
SIGNATURE				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	

81 Name		85 Zip Code	
82 Street Address (P.O. Box Number is Not Acceptable)			
83			
84 City		FL	

11. Pursuant to the provisions of Sections 607.0502 and 607.1506, 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 obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCEO	1.1 TITLE	
NAME	MOORE, MICHAEL M	1.2 NAME	
STREET ADDRESS	3710 CORPOREX PARK DR, #300	1.3 STREET ADDRESS	
CITY-ST-ZIP	TAMPA FL 33619	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	
NAME	BERNSTEIN, BRADFORD	2.2 NAME	
STREET ADDRESS	3710 CORPOREX PARK DR, #300	2.3 STREET ADDRESS	
CITY-ST-ZIP	TAMPA FL 33619	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	
NAME	DOCTOROFF, DANIEL	3.2 NAME	
STREET ADDRESS	3710 CORPOREX PARK DR, #300	3.3 STREET ADDRESS	
CITY-ST-ZIP	TAMPA FL 33619	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	
NAME	KWATI, BRIAN	4.2 NAME	
STREET ADDRESS	3710 CORPOREX PARK DR, #300	4.3 STREET ADDRESS	
CITY-ST-ZIP	TAMPA FL 33619	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	
NAME	PARTICELLI, MARC	5.2 NAME	
STREET ADDRESS	3710 CORPOREX PARK DR, #300	5.3 STREET ADDRESS	
CITY-ST-ZIP	TAMPA FL 33619	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	
NAME	MIZEL, ADAM	6.2 NAME	
STREET ADDRESS	3710 CORPOREX PARK DR, #300	6.3 STREET ADDRESS	
CITY-ST-ZIP	TAMPA FL 33619	6.4 CITY-ST-ZIP	

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 on an attachment with an address.

SIGNATURE _____ Michael M. Moore 2-18-98 (813) 261-9300

CR2E034 (10/97)

Additional Directors

NAMES: Derek Dewan
3710 Corporex Park Dr. Ste 30
Tampa, FL 33619

Stephen Berger
3710 Corporex Park Dr. Ste 30
Tampa, FL 33619

T. Joe Willey, Ph. D
3710 Corporex Park Dr. Ste 30
Tampa, FL 33619
