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PROFIT CORPORATION ANNUAL REPORT 1997



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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOCUMENT # **L65668** (0)
1. Corporation Name
ADP TOTALSOURCE II, INC.



Principal Place of Business: **4010 W. STATE STREET TAMPA FL 33609 US**
Mailing Address: **4010 STATE STREET W. TAMPA FL 33609-1264 US**

3. Date Incorporated or Qualified: **04/17/1990**
3a. Date of Last Report: **04/23/1996**
4. FEI Number: **59-3004217**
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: **ONE ADP BLVD. MS 433 ROSELAND, NJ 07068**
2a. Mailing Address: **ONE ADP BLVD. MS 433 ROSELAND, NJ 07068**
21. Suite, Apt. #, etc.
22. City & State
23. Zip: **07068** Country: **US**

9. Name and Address of Current Registered Agent
HOLCOMB, VICTOR W. 415 SOUTH HYDE PARK TAMPA FL 33608

10. Name and Address of New Registered Agent
81. Name: **CT CORPORATION SYSTEM**
82. Street Address (P.O. Box Number is Not Acceptable): **1200 S. PINE ISLAND ROAD**
83. City: **PLANTATION FL** 85. Zip Code: **33324**

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 obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: Patrick Nolan **PATRICK NOLAN, ASST SECY.** DATE: **4/28/97**
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	PRES
NAME	VOLPI, DAVID	1.2 NAME	JAMES B. BENSON
STREET ADDRESS	3911 SWANN	1.3 STREET ADDRESS	ONE ADP BLVD.
CITY - ST - ZIP	TAMPA FL	1.4 CITY - ST - ZIP	ROSELAND, NJ 07068
TITLE	PD	2.1 TITLE	VP/CONTROLLER
NAME	HARPER, WILLIAM	2.2 NAME	RICHARD J. HAVILAND
STREET ADDRESS	901 VALMAR ST	2.3 STREET ADDRESS	ONE ADP BLVD.
CITY - ST - ZIP	BRANDON FL	2.4 CITY - ST - ZIP	ROSELAND, NJ 07068
TITLE	VPD	3.1 TITLE	VP/TREAS
NAME	HOLT, WILLIAM	3.2 NAME	JOSEPH B. PIRRET
STREET ADDRESS	5820 DORY WAY	3.3 STREET ADDRESS	ONE ADP BLVD.
CITY - ST - ZIP	TAMPA FL	3.4 CITY - ST - ZIP	ROSELAND, NJ 07068
TITLE	STD	4.1 TITLE	ASST SEC
NAME	AUST, DENNIS	4.2 NAME	ROBERT J. SINGER
STREET ADDRESS	3003 S AMARA	4.3 STREET ADDRESS	ONE ADP BLVD.
CITY - ST - ZIP	TAMPA FL	4.4 CITY - ST - ZIP	ROSELAND, NJ 07068
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		6.4 CITY - ST - ZIP	

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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 if changed, or on an attachment with an address.

SIGNATURE: James B. Benson **JAMES B. BENSON** DATE: **4/24/97** DAYTIME PHONE #: **201 994-5525**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)