

TRANSMITTAL LETTER

PO1000024213

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: PYRAMID EMPLOYER SERVICES III, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR -5 AM 11:32

FILED

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy
☒ \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: ANDREW H. DYNDUL
Name (Printed or typed)

6251 44th ST., STE 2
Address

PINELLAS PARK, FL 33781-5900
City, State & Zip

727-521-6930
Daytime Telephone number

500003797755--5
-03/05/01--01064--016
*****87.50 *****87.50

NOTE: Please provide the original and one copy of the articles.

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**ARTICLES OF INCORPORATION
Of
PYRAMID EMPLOYER SERVICES III, INC.**

The undersigned person, acting as incorporator of a corporation organized under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is PYRAMID EMPLOYER SERVICES III, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The mailing address of the corporation's principal office is:

6251 44th Street, Suite 2
Pinellas Park, Florida 33781-5900

**ARTICLE III
SHARES**

The total number of shares, which the corporation shall have authority to issue, is 100 shares of no par value stock.

**ARTICLE IV
REGISTERED AGENT**

The name and Florida street address of the corporation's registered agent is:

Andrew H. Dyndul
6251 44th Street, Suite 2
Pinellas Park, Florida 33781-5900

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ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI OFFICER AND DIRECTORS

This corporation shall two persons constituting the initial board of directors, they are:

Andrew H. Dyndul
1863 Tanglewood Drive
St. Petersburg, Florida 33702

Linda J. Kirchgessner
5541 Violet Drive
New Port Richey, Florida 34652

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this

corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. The President or any Vice-President and the Secretary or Treasurer shall execute all instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate. All other instruments executed by the corporation, including a release of mortgage or lien may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

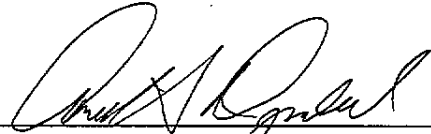
Having been named as a registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept appointment as registered agent and agree to act in this capacity.



Andrew H. Dyndul, Incorporator
6251 44th Street, Suite 2
Pinellas Park, Florida 33781-5900

2/16/01

Date



Andrew H. Dyndul, Registered Agent
6251 44th Street, Suite 2
Pinellas Park, Florida 33781-5900

2/16/01

Date

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