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FILED
Apr 15 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # P93000002381 (0)
 1. Corporation Name
VINCAM INSURANCE SERVICES, INC.



Principal Place of Business: 2850 DOUGLAS RD. CORAL GABLES FL 33134
 Mailing Address: 2850 DOUGLAS RD. CORAL GABLES FL 33134

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: **01/11/1993**

4. FEI Number: **65-0381843** 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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

2. Principal Place of Business (21-23) and Mailing Address (24-26) fields.

9. Name and Address of Current Registered Agent: **KEELER, ELIZABETH J. (NAME CHANGE ONLY) 2850 DOUGLAS RD. 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; 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 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: *[Signature]* **ELIZABETH J. MARSTON SECRETARY** DATE: **4/8/98**

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: P	NAME: SALADRIGAS, CARLOS L	1.1 TITLE: CEO	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS: 2850 DOUGLAS RD.	CITY-ST-ZIP: CORAL GABLES FL 33134	1.2 NAME: CARLOS A SALADRIGAS	
	<input type="checkbox"/> DELETE	1.3 STREET ADDRESS: 2850 DOUGLAS ROAD	
TITLE: VP	NAME: SANCHEZ, JOSE M	1.4 CITY-ST-ZIP: CORAL GABLES, FL 33134	
STREET ADDRESS: 2850 DOUGLAS RD.	CITY-ST-ZIP: CORAL GABLES FL 33134	2.1 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
	<input type="checkbox"/> DELETE	2.2 NAME:	
TITLE: S	NAME: KEELER, ELIZABETH J.	2.3 STREET ADDRESS:	
STREET ADDRESS: 2850 DOUGLAS RD.	CITY-ST-ZIP: CORAL GABLES FL	2.4 CITY-ST-ZIP:	
	<input type="checkbox"/> DELETE	3.1 TITLE: ELIZABETH J. MARSTON	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: TS	NAME: PEREZ, MARTIN J	3.2 NAME: 2850 DOUGLAS ROAD - SECRETARY	
STREET ADDRESS: 2850 DOUGLAS RD.	CITY-ST-ZIP: CORAL GABLES FL 33134	3.3 STREET ADDRESS: CORAL GABLES, FL 33134	
	<input type="checkbox"/> DELETE	3.4 CITY-ST-ZIP:	
TITLE: AS	NAME: CUETO, WILLIAM F	4.1 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS: 2850 DOUGLAS RD.	CITY-ST-ZIP: CORAL GABLES FL 33134	4.2 NAME:	
	<input type="checkbox"/> DELETE	4.3 STREET ADDRESS:	
TITLE: CFO	NAME: WAECHTER, STEPHEN L.	4.4 CITY-ST-ZIP:	
STREET ADDRESS: 2850 DOUGLAS ROAD	CITY-ST-ZIP: CORAL GABLES FL	5.1 TITLE: PRESIDENT	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
	<input type="checkbox"/> DELETE	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 on an attachment with an address.

SIGNATURE: *[Signature]* **3/24/98 (305) 460-2350**

CR2E034 (10/97)

WRITTEN CONSENT OF SOLE SHAREHOLDER OF:

**VINCAM OCCUPATIONAL HEALTH SYSTEMS, INC.
VINCAM INSURANCE SERVICES, INC.
VINCAM PRACTICE MANAGEMENT, INC.
AMERICAN PEDIATRIC SYSTEMS, INC.
PSYCH/CARE, INC.**

The undersigned, being the sole shareholder of the Common Stock of each of the above named corporations (the "Companies") hereby consents to, pursuant to Section 607.0704 of the Florida Business Corporation Act, the adoption of the following resolutions:

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 of Directors); 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 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 has executed this Consent as of the ____ day of December, 1997.

THE VINCAM GROUP, INC., a Florida corporation,
as sole shareholder of the Companies



By:
Title: