

P94000083330



ACCOUNT NO. : 072100000032

REFERENCE : 810201 3487A

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 43.75

FILED  
2002 FEB 13 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : February 13, 2002

ORDER TIME : 11:33 AM

ORDER NO. : 810201-005

CUSTOMER NO: 3487A

CUSTOMER: Ms. Talia R. Kohne  
Icard Merrill Cullis Timm  
Suite 600  
2033 Main Street  
Sarasota, FL 34237

RECEIVED  
02 FEB 13 PM 12:20  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: ELITE EMPLOYER SERVICES, INC.

EFFECTIVE DATE:

900004915859--6

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

C. Coulliette FEB 13 2002

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF AMENDMENT AND RESTATEMENT  
OF  
THE ARTICLES OF INCORPORATION  
OF  
ELITE EMPLOYER SERVICES, INC.**

**FILED**  
**2002 FEB 13 PM 1:38**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.1007, Florida Statutes, this Corporation adopts the following Articles of Amendment and Restatement of its Articles of Incorporation.

1. This Corporation hereby amends and restates its Articles of Incorporation originally dated November 3, 1994, and filed on November 9, 1994, and filed as Document Number P94000083330.

2. The name of the Corporation is Elite Employer Services, Inc.

3. These Articles of Amendment and Restatement of the Articles of Incorporation of Elite Employer Services, Inc., were adopted on February 7, 2002, by the Board of Directors of the Corporation and the Shareholders. The number of votes cast for the Articles of Amendment and Restatement were sufficient for approval.

4. This Corporation's Articles of Incorporation are hereby amended and restated as follows:

**ARTICLE I - NAME**

The name of the corporation ("Corporation") is Elite Employer Services, Inc.

**ARTICLE II - TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE III - PURPOSES**

The purposes of the Corporation are to engage in any lawful act, activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is 7560 Commerce Court, Sarasota, FL 34243.

## **ARTICLE V - CAPITAL STOCK**

The shares of stock of the Corporation shall consist of only one class of stock. The number of shares of stock this Corporation is authorized to issue and have outstanding is one million (1,000,000) shares of Common Stock, having a par value of \$1.00 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

## **ARTICLE VI - REGISTERED AGENT AND ADDRESS**

The street address of the Corporation's registered office is 7150 Rustic Acres, Sarasota, FL 34241. The registered agent for the Corporation at that address is Steven F. Herrig.

## **ARTICLE VII - INCORPORATOR**

The name(s) and street address(es) of the original incorporator(s) to these Articles of Incorporation is/are:

<u>Name</u>	<u>Address</u>
Dennis J. Grosskreutz	729 Wood Lane Sarasota, FL 34237

## **ARTICLE VIII - INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

## **ARTICLE IX - AMENDMENT**

The Articles of Incorporation may be amended in certain instances by the Board of Directors pursuant to applicable law and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled to vote thereon.

## **ARTICLE XII - SHAREHOLDER ACTION**

An affirmative vote of fifty-one percent (51%) of the shares of the capital stock of the Corporation shall be required for any Shareholder action.

## **ARTICLE XIII - PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation as of February 7, 2002.

ELITE EMPLOYER SERVICES, INC.

By: 

\_\_\_\_\_  
Steven F. Hering, Vice President

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