

P95000031622

April 11, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

STH 0001 41541213  
04/19/95--01010--010  
\*\*\*122.50 \*\*\*121.50

RE: Professional Employers of America, Inc.

Gentlemen:

Enclosed herewith please find two originals of Articles of Incorporation for the above corporation. Also enclosed is our check, in the amount of \$122.50, to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
<b>TOTAL FEES</b>	<b>\$122.50</b>

Please return a certified copy of the Articles of Incorporation to my attention.

Sincerely,

EFFECTIVE DATE

APR 11 1995

Virginia A. Dorris, EA  
c/o American Accounting Service, Inc.  
339 6th Avenue West  
Bradenton, Florida 34205

Enclosures  
VAD: cc

5/25

FILED  
RECORDED  
APR 19 1995  
ST/AR 18 PM 1:36

ARTICLES OF INCORPORATION OF

Professional Employers of America, Inc.

ARTICLE I - Name

The name of the corporation is: Professional Employers of America, Inc. The principal office and mailing address is: 339 6th Avenue West, Bradenton, Florida 34205.

ARTICLE II - Existence

This corporation shall commence existence on the date of execution and acknowledgment of these Articles.

ARTICLE III - Purpose

The general purpose for which this corporation is organized shall be the transacting of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock, each having a par value of \$1.00. The stock will be classified as 1244 Stock for Internal Revenue purposes.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 339 6th Avenue West Bradenton, Florida 34205 and the name of the initial registered agent of this corporation at that address is Gerald L. Lewis.

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws but there shall always be at least one director. The name and address of the initial director of this corporation is:

NAME

Gerald L. Lewis

ADDRESS

339 6th Avenue West  
Bradenton, FL 34205

EFFECTIVE DATE

APR 11 1995

FILED  
CLERK OF DISTRICT COURT  
JAN 19 1995  
ST. PETERSBURG, FL  
5:42 PM

#### ARTICLE VII - Incorporator

The name and address of the person signing these Articles of Incorporation is: Gerald L. Lewis, 339 6th Avenue West, Bradenton, Florida 34205.

#### ARTICLE VIII - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in either the Board of Directors or the shareholders; provided, however, the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders specifically provide that the By-Law is not subject to alteration, amendment or repeal by the Board of Directors.

#### ARTICLES IX - Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ACCEPTANCE

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
Registered Agent/Incorporator

4/11/95  
Date

55 APR 18 PM 1:36

FILED  
SECRET OF STATE  
CORPORATION DIVISION