

P95090061092

**EMP
LEASING**

Employment Leasing & Financial Services, Inc.
2801 West Busch Boulevard, Suite 240
Tampa, Florida 33618-4520

OFFICE USE ONLY

FILED
1995 AUG -8 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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****122.50 ****122.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

502 - file
789, 116, 25, 612, 4691
1195-15005.

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Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 26, 1995

EMP LEASING
2801 W BUSCH BLVD
SUITE 240
TAMPA, FL 33618-4520

SUBJECT: EMP LEASING TOO, INC.
Ref. Number: W95000015005

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for EMP LEASING TOO, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The effective date is not acceptable since it is not within five working days of the date of receipt.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register

August 3, 1995

Florida Department of Labor
Beth Register
P O BOX 6327
Tallahassee, FL 32314

RE: New Corporation
W95000015005

FILED
1995 AUG -8 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Beth;

Per our conversation today, I am resubmitting the articles of incorporation for the new company. As you will notice we changed the names completely, a new stockholder was chosen, but, I remained the registered agent.

If there is anything else required, please let me know.
Thank you for your help.

Sincerely,

Julie Scohier
Julie Scohier

ARTICLES OF INCORPORATION
OF
TAMPA PAYROLL ACCOUNTING SERVICES, INC.

WE, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE 1
NAME

The name of the corporation shall be:

TAMPA PAYROLL ACCOUNTING SERVICES, INC.

ARTICLE 2
DURATION

The term of existence of the corporation is perpetual.

ARTICLE 3
PURPOSE

The general nature of business, objects and purposes proposed to be transacted and carried on are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could, viz:

To purchase, lease, own or otherwise acquire real estate, and to mortgage and encumber the same; to erect, manage, care for, maintain, and extend and alter building thereon; to sell, contract for the sale and to convey real estate and interest therein; to borrow and lend money and to negotiate loans; to draw acceptances, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature; to subscribe for, take, acquire, hold, exchange and deal in stocks, bonds, shares, obligations or securities of any government or authority, individual or corporation; to act as agents or brokers in the purchase and sale of any and all kinds of property, real or personal, and to charge and receive commission therefor, and generally to make and perform contracts of any kind and description; to perform all services relating to employee leasing as set forth under licensing requirements; to provide payroll accounting services; to do any and all things whatsoever that may be necessary, expedient or convenient in or about the operation of the above-styled businesses; herein set out, by or through agents and/or subsidiary corporations; and to do any and all things herein set forth to the same extent as natural persons might or could do so as principals or agents, contractors, or otherwise, and generally to execute such powers as may be vested in or incident to the business or a corporation under the laws of the State of Florida.

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1995 AUG -8 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 4

CAPITAL STOCK

The total number of shares to be issued by the corporation is One Hundred (100) shares, with a par value of \$1.00 per share. All of said shares shall be common stock. Said stock may be issued in fractional shares and may be in part cancelled and reissued, and said stock shall be paid for in cash, services or property, as the Board of Directors may provide or approve. All shares shall be fully paid and nonassessable and the holders of such shares shall not be liable for any further payment thereon. All voting power of the corporation shall be vested in said common stock.

ARTICLE 5

INITIAL REGISTERED OFFICE AND AGENT

The initial address of the principal office of the corporation is 2801 W. Busch Blvd. Suite 240, Tampa, FL 33618-4500. The corporation shall have the power to transact business in any other place or places within and without the State of Florida and throughout the world.

Meetings of the Stockholders and Directors of the corporation may be held in places within and without the State of Florida. No such meeting need be held at the principal office of the corporation, or at any office or place of business of the corporation, but may be held at any place specified in the By-Laws or by the Board of Directors or by any person or persons properly noticing or calling a meeting in accordance with the By-Laws.

The initial Registered Agent of this corporation shall be Julie Scohier, said agent being appointed to accept service of process within this State.

ARTICLE 6

POWERS AND AUTHORITY OF DIRECTORS

The Directors shall have the power to hold their meetings and to have one or more offices and keep the books of the corporation, except the original or duplicate stock ledger, outside the State of Florida, at such place or places as from time to time may be designated by the By-Laws or Resolutions of the Board of Directors. Members of the Board of Directors may participate in regular meeting of the Board of Directors by means of conference telephone calls as provided by law.

ARTICLE 7

PREEMPTIVE RIGHTS GRANTED

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of common stock of this corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the corporation.

ARTICLE 8

INITIAL BOARD OF DIRECTORS

The number of Directors of this corporation shall not be less than one(1) nor more than five(5), the precise number to be fixed from time to time by the By-Laws.

The Board of Directors shall have complete charge of the business of the corporation and any delegation of its authority to committees or to the corporation's Officers and the management or administration of the business shall be as provided by the By-Laws. Directors and the Officers of the corporations elected by them in accordance with the By-Laws shall hold office for a period of one (1) year after their election, or until their successors are fully elected and qualified; but any Director is subject to removal at any time by a majority vote of all of the Directors, with or without cause.

ARTICLE 9 INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE 10 AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE 11 OFFICERS AS DIRECTORS

All Officers of this corporation may be Directors.

ARTICLE 12 OFFICERS

The following named persons shall act as Officers of the corporation, until their successors have been chosen and duly qualified:

PRESIDENT - GEORGE R. MOREAU
SECRETARY - GEORGE R. MOREAU

ARTICLE 13 INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is: GEORGE R. MOREAU

ARTICLE 14

ACTION WITHOUT MEETING

Any action taken by the Board of Directors of this corporation without a meeting shall nevertheless be Board action if written consent to the action in question is signed by the Directors and filed with the minutes of the Board, whether done before or after the action is taken.

ARTICLE 15

RIGHTS OF SHARES OF STOCK

The preferences, limitations and relative rights of the share of stock shall be as follows:

(a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of affairs of the corporation, common stock shall have a right to a share of the assets available to the common Stockholders. This is subject to any obligation to any senior security or debtholder. A consolidation or merger of the corporation, a sale or transfer of all or substantially all of its assets or any purchase or redemption of shares of the corporation, shall not be regarded as a "liquidation, dissolution or winding up" within the meaning of this paragraph.

(b) The Board of Directors shall determine the amount of earnings and profits which is to be quarterly/annually distributed at their discretion in the form of dividends to the Shareholders.

(c) Any corporate action upon which a vote of the Stockholders is required or permitted may be taken without a meeting or vote of the Stockholders with the written consent of the Stockholders.

ARTICLE 16

SUBSCRIBERS


The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

GEORGE R. MOREAU - 100 SHARES
2801 W. Busch Blvd. #240
Tampa, FL 33618-4500

ARTICLE 17
ASSIGNMENT OF STOCK

The original Incorporator of this corporation shall have the right, after the organization of same, to assign to a person who may hereafter become a subscriber to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original Incorporator and assume and carry out all of the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida.

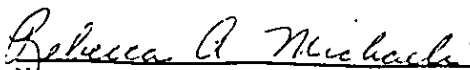
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 3rd day of August, 1995.



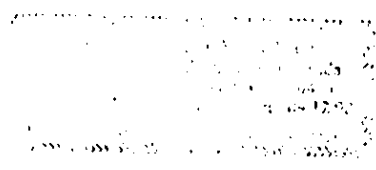
GEORGE R. MOREAU

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared George R. Moreau, known to me to be the person who executed those Articles of Incorporation for the uses and purposes therein contained on this 3rd day of August, 1995.



Notary Public, State of Florida at Large

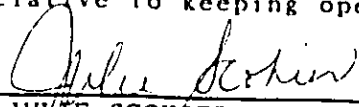


ACCEPTANCE BY REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, as from time to time amended, the following is submitted, in compliance with said Act, That EMP LEASING TOO, desiring to organize under the laws of the State of Florida with its principal office as indicated in the foregoing Articles, at the City of Tampa, County of Hillsborough, State of Florida, has named Julie Scohier located at 2801 W. Busch Blvd. #240, Tampa, FL 33618-4500, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

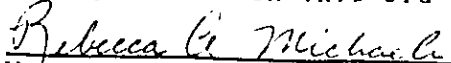
Having been name to accept service of process for the above-named corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



JULIE SCOHIER

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Julie Scohier, known to me to be the person who accepts service of process within the State of Florida as designated in the foregoing Articles of Incorporation on this 3rd day of August, 1995.



Notary Public, State of Florida at Large

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000061092

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

TAMPA PAYROLL ACCOUNTING SERVICES, INC., a Florida corporation,
P95000061092

INTO

EMP LEASING, INC., a Florida corporation, H93279.

File date: December 20, 1995

Corporate Specialist: Carol Mustain