

P96000009876



A Professional Employer Organization

January 24, 1996

TELEPHONE 1-800-368-7777  
-01/30/96--01030--010  
\*\*\*\*131.25 \*\*\*\*131.25

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

RE: Prostaff Human Resources II, Inc.

Dear Sir/Madam:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for the above-referenced entity. Also, enclosed is a check in the amount of \$131.25 which represents payment for the following:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00
Certified Copy Fee	\$52.50
Certificate of Status	\$ 8.75

If you should need additional information, please feel free to contact me.

Sincerely,

Laura A. Porter  
Operations Manager

Enclosures

TALLAHASSEE, FLORIDA

05 JAN 29 PM 3:05

68N JAN 31 1996

FILED  
16 JAN 29 PM 3:05  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PROSTAFF HUMAN RESOURCES II, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the corporation shall be: PROSTAFF HUMAN RESOURCES II, INC.

**ARTICLE II  
TERM OF EXISTENCE**

The duration of this corporation is perpetual.

**ARTICLE III  
PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The general nature of the business to be transacted by this corporation is:

- a. To provide employee leasing services which shall include, but not be limited to, payroll, workers' compensation, unemployment compensation and human resources administration.
- b. To purchase the corporate assets of any other corporation of the State of Florida and to guarantee, endorse, purchase on margin or outright, hold, sell, transfer, mortgage, capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- c. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- d. To do any or all of the things to the same extent as natural persons might or could do, and at any part of the world as principals, agents, contractors or otherwise, along or in company with others, and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any lawful business or acts.
- e. The intention is that none of the objects and powers as set forth herein, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms or any other objects, powers or clauses of this Article or any other Article, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

**ARTICLE IV  
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 6220 Manatee Avenue West, Suite 203, Bradenton, Florida 34209.

**ARTICLE V  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is: Steven T. Cooley, 6220 Manatee Avenue West, #203, Bradenton, Florida 34209.

**ARTICLE VI  
INCORPORATORS**

The name and street address of the incorporator to these Articles of Incorporation is: Steven T. Cooley, 6220 Manatee Avenue West, #203, Bradenton, Florida 34209.

**ARTICLE VII  
SHARES**

The number of shares that this corporation is authorized to have outstanding at any one time is: One-hundred (100) shares of common stock, each share having the par value of One Dollar (\$1.00).

**ARTICLE VIII  
NUMBER OF DIRECTORS**

The number of directors constituting the initial Board of Directors is one (1). The number of directors of succeeding Board of Directors may be increased or diminished from time to time, as provided in the By-Laws adopted by the stockholders.

**ARTICLE IX  
INITIAL BOARD OF DIRECTORS**

The name and address of the member of the initial Board of Directors, who shall hold office for the first year of the corporation's existence, and until their successors are duly elected or appointed and have qualified, is as follows:

Steven T. Cooley, 6220 Manatee Avenue West, #203, Bradenton, Florida 34209.

IN WITNESS WHEREOF, I, the undersigned have hereunto set my hand and seal this 24th day of January, 1996, for the purpose of organizing and incorporating this corporation to do business both within and without the State of Florida, and pursuant of the Corporation Law of the State of Florida, do make and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

  
\_\_\_\_\_  
Steven T. Cooley

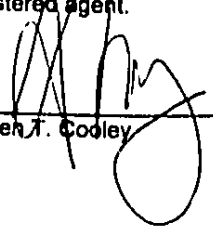
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: PROSTAFF HUMAN RESOURCES II, INC.
2. The name and address of the registered agent and office is:

Steven T. Cooley  
8220 Manatee Avenue West, #203  
Bradenton, Florida 34209

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Steven T. Cooley

1-24-96  
Date

ALLIANCE, FLORIDA

06 JUN 29 PM 3:05

1-24-96