

*P9700000 3252*

December 24, 1996

Corporate Records Bureau  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32301

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-01/02/97--01034--013  
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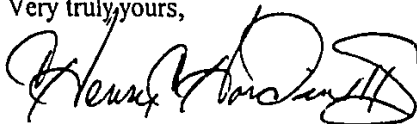
Re: Professional Employer Management Company, Inc.

To whom it may concern:

Enclosed herewith please find two copies of the Articles of Incorporation for the above Corporation for filing with your office.

Also enclosed is our check in the sum of \$122.50 to cover filing fees, etc.

Very truly yours,



Henry C. Hardin, III  
President

enclosures



97 JAN 13 PM 1:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

No phone

097-348



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 7, 1997

HENRY C. HARDIN, III  
4224 WEST HENDERSON BLVD.  
TAMPA, FL 33629-5611

SUBJECT: PROFESSIONAL EMPLOYER MANAGEMENT COMPANY, INC.  
Ref. Number: W97000000348

We have received your document for PROFESSIONAL EMPLOYER MANAGEMENT COMPANY, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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.

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.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 697A00000712

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**PROFESSIONAL EMPLOYMENT MANAGERS, INC.**

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January 9, 1997

Corporate Records Bureau  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32301

Attention: Sharon

Re: Professional Employment Managers, Inc., Ref. Number: W9700000348

Dear Sharon:

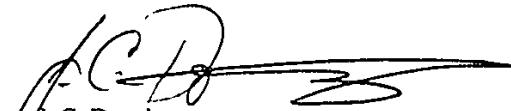
Enclosed herewith please find two copies of the Articles of Incorporation for the above Corporation for filing with your office.

We understand that the above mentioned name is similar to another existing company, however, we have chosen to use it anyway.

With reference to the fee of \$122.50 to cover filing fees, etc., since the previous named company was not filed, please use the check you have in your possession to cover this cost.

Please call me at 1/800/932-4610 at Extension 2680 when this process has been completed. Do not hesitate to contact me if further assistance is needed.

Very truly yours,

  
J. C. Dominguez  
Staff Attorney

enclosures

**ARTICLES OF INCORPORATION**

**OF**

**PROFESSIONAL EMPLOYMENT MANAGERS, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

**ARTICLE I. NAME**

The name of the Corporation shall be:

**PROFESSIONAL EMPLOYMENT MANAGERS, INC.**

The principal place of business of this Corporation shall be:

**4224 W. Henderson Boulevard, Tampa, FL 33629-5611**

**ARTICLE II. NATURE OF BUSINESS**

This Corporation may engage in, or transact, any or all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other State, Country, Territory or Nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the Corporation shall be: **4224 W. Henderson Boulevard, Tampa, FL 33629-5611**, and the name of the initial Registered Agent of the Corporation at that address is: **J. C. Dominguez, Esquire**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

#### **ARTICLE V. TERM OF EXISTENCE**

This Corporation is to exist perpetually.

#### **ARTICLE VI. PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### **ARTICLE VII. SECTION 1244 PROVISION**

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

#### **ARTICLE VII. SUB-CHAPTER S PROVISION**

It is the intent of the incorporators that the Corporation will file as a Sub-Chapter S Corporation.

#### **ARTICLE IX. DIRECTORS**

This Corporation shall have one director initially. The names and street addresses of the initial members of the Board of Directors are:

**Director**

**Address**

**Henry C. Hardin, III**

**4224 W. Henderson Boulevard  
Tampa, FL 33629-5611**

#### **ARTICLE X. OFFICERS**

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed, are:

Officer

Address

**Henry C. Hardin, III**

**4224 W. Henderson Boulevard  
Tampa, FL 33629-5611**

**ARTICLE XI. SUBSCRIBER**

The name and street address of the subscribers to these Articles of Incorporation are:

Name

Address

Shares of Common  
Stock Issued

**Henry C. Hardin, III**

**4224 W. Henderson Blvd.  
Tampa, FL 33629-5611**

**1,000,000**

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this  
the 9<sup>th</sup> day of January, 1997.

BY: 

**Henry C. Hardin, III, President**

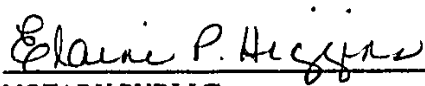
I hereby am familiar with and accept the duties and responsibilities as Registered Agent for  
said Corporation.

BY: 

**J. C. Dominguez, Esquire  
Registered Agent**

STATE OF FLORIDA  
COUNTRY OF HILLSBOROUGH

The foregoing instrument was subscribed to before me on this the 9<sup>th</sup> day of January, 1997, by **Henry C. Hardin, III, President of Professional Employment  
Managers, Inc., who is personally known** to me.

  
NOTARY PUBLIC

COMMISSION NO. \_\_\_\_\_



Elaine P. Higgins  
My Commission CC000118  
Expires December 8, 2000

(Name of Notary typed, printed)

My commission expires:

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