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ACCOUNT NO. : 072100000032

REFERENCE : 302809 121501A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 21, 1997

ORDER TIME : 11:15 AM

ORDER NO. : 302809-005

EFFECTIVE DATE

3-20-97

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-03/21/97-01061-016
***122.50 ***122.50

CUSTOMER NO: 121501A

CUSTOMER: C. Holt Smith, Iii, Esq
C. HOLT SMITH, III, ESQ

Suite 3301
1 Independent Drive
Jacksonville, FL 32202

DOMESTIC FILING

NAME: ATLANTIC PROFESSIONAL
EMPLOYERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

W97-6714
K.R. MAR 24 1997

K.R. MAR 25 1997

FILED
97 MAR 21 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 MAR 21 PM 12:10
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 24, 1997

RESUBMIT

Please give original
submission date as file date.

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: ATLANTIC PROFESSIONAL EMPLOYERS, INC.
Ref. Number: W9700006714

We have received your document for ATLANTIC PROFESSIONAL EMPLOYERS, 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):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 297A00014699

RECEIVED
97 MAR 25 AH 10:38
DIVISION OF CORPORATION

EFFECTIVE DATE
3.20.97

FILED
97 MAR 21 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

for

ATLANTIC PROFESSIONAL EMPLOYERS, INC. (a corporation)

Executed by the undersigned for the purposes of forming a Florida Corporation under Chapter 607, Florida Statutes (1995):

ARTICLE I. NAME AND ADDRESS

The name and address of the corporation is:

ATLANTIC PROFESSIONAL EMPLOYERS, INC.
1734 Chalet Street
Orange Park, Florida 32073

ARTICLE II. DURATION

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

ARTICLE III. PURPOSES

This corporation is organized for the following purposes:

1. To establish, develop and promote an employee leasing business with its attendant benefits and services to employers in need of cost effective delivery of employee related benefits, required insurance coverages and governmental reporting compliance.
2. To hire and/or train personnel for the purposes of carrying out these purposes.
3. To rent, lease, purchase and/or own facilities and equipment which are sufficient for the conduct and/or operation of the purposes of the corporation.
4. To transact any and all lawful business for which corporations may be incorporated or organized.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of Five Dollar (\$5.00) per share par value common stock which shall be designated common shares, all of which shall be the same class.

ARTICLE V. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of this corporation. The holder of each outstanding common share shall be entitled to one (1) vote per share unless otherwise provided in the By-Laws.

ARTICLE VI. MANAGEMENT

The business of this corporation shall be managed by a Board of Directors chosen by the Shareholders or the Shareholders may elect to have the corporation managed by the Shareholders acting as Directors, in which case the terms shall be used interchangeably herein, pursuant to Chapter 607, Florida Statutes (1995).

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial Registered Agent of this corporation is One Independent Drive, Suite 3301, Jacksonville, Florida 32202, and the name of the initial Registered Agent of this corporation at that address is **C. HOLT SMITH, III.**

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially, the number of which may be increased or decreased from time to time according to the By-Laws of this corporation, but shall never be less than one (1) Director. The names and addresses of the initial Directors of this corporation are:

Phyllis Keener	1734 Chalet Street Orange Park, FL 32073
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Bonnie Vermillion	1734 Chalet Street Orange Park, FL 32073
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ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Phyllis Keener	1734 Chalet Street Orange Park, FL 32073
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ARTICLE X. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribing Incorporator has hereunto set her hand and seal this 20th day of March, 1997, for the purpose of forming this corporation under the laws of the State of Florida.

Phyllis Keener
PHYLLIS KEENER

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared **PHYLLIS KEENER**, who executed the foregoing instrument as Incorporator of **ATLANTIC PROFESSIONAL EMPLOYERS, INC.**, a corporation named herein, and acknowledged before me that he executed the same as such Incorporator, in the name of and on behalf of the said corporation. she is personally known to me ☒ or have produced _____ as identification and did (did not) take an oath.

20th IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this day of March, 1997.

(SEAL)

Bernice E. Kress
Notary Public
My Commission Expires
Bernice E. Kress
Typed/printed name of Notary



BERNICE E. KRESS
MY COMMISSION # 00466064 EXPIRES
May 21, 1999
BONDED THRU TROY FARM INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM
SERVICE OF PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

First, that **Atlantic Professional Employers, Inc.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named **C. HOLT SMITH, III**, located at One Independent Drive, Suite 3301, City of Jacksonville, State of Florida, 32202, as its Agent to accept service of process within Florida.

Atlantic Professional Employers, Inc.

By: *Phyllis Keener*
PHYLLIS KEENER, Director and Shareholder

DATED: March 20, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

C. Holt Smith, III
C. HOLT SMITH, III
Registered Agent

DATED: March 20, 1997

FILED
97 MAR 21 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA