

P 97000027797

7800 Belfort Parkway  
Suite 165  
Jacksonville, Fl 32256

March , 1997

Secretary of State  
Corporate Division  
The Capitol  
Tallahassee, Fl 32304

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-03/24/97--01081--018  
\*\*\*122.50 \*\*\*122.50

RE: American Payroll Enterprise's, Inc.

Gentlemen:

I enclose check in the amount of \$122.50 and original and one copy of the Articles of Incorporation of American Payroll Enterprise's, Inc.

I would appreciate your acknowledgment of this filing at your earliest convenience and thank you for your assistance in this matter.

Sincerely



EDWARD W. BUTTNER

EWB  
Enclosures

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SECRETARY OF STATE  
97 MAR 24 PM 1:11

3/27/97

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 MAR 24 PM 1:11

ARTICLES OF INCORPORATION  
OF  
AMERICAN PAYROLL ENTERPRISE'S, INC.

We, the undersigned natural persons of the age of twenty-one or more, acting as Directors and Incorporators under the provisions of the Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be:

AMERICAN PAYROLL ENTERPRISE'S, INC.

ARTICLE II

Principal Place of Business

The principal place of business is to be located at  
7800 Belfort Parkway, Suite 165, Jacksonville, Florida 32256.

ARTICLE III

Term of Existence

The duration of this corporation is to be perpetual.

ARTICLE IV

Purpose

To perform payroll services and generally to do and perform everything necessary for carrying out the aforesaid purposes, and to engage in such other business or businesses, whether related

thereto or not, as may be approved by the Board of Directors and which businesses are permitted by the laws of the State of Florida.

#### ARTICLE V

##### Stock Clause

The aggregate number of shares of stock which this corporation shall have the authority to issue shall be six hundred (600) shares of common stock, each with a par value of One (\$1.00) Dollar.

#### ARTICLE VI

##### Minimum Capital

The amount of capital with which this corporation shall begin business shall not be less than Six Hundred (\$600.00) Dollars.

#### ARTICLE VII

##### Subscribers, Incorporators and Directors

The names and addresses of the Subscribers, Incorporators and Directors are:

<u>Name</u>	<u>Shares Subscribed</u>	<u>Address</u>
EDWARD W. BUTTNER, IV	200	10004 Haley Road Jacksonville, Fl 32217
MICHAEL T. HAMMOCK	200	6428 Jack Wright Island Rd. St. Augustine, Fl 32084
JOHN W. RANES, JR.	200	8107 Woodgrove Road Jacksonville, FL 32256

#### ARTICLE VIII

##### Informal Shareholder Action

Any action of the shareholders may be taken without a meeting

if consent in writing, setting forth the action so taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

#### ARTICLE IX

##### Directors

The management and control of this corporation shall be vested in a Board of Directors comprised of at least one director. The Board of Directors shall be elected by the shareholders of the corporation at each annual meeting to be held at the principal office of the corporation on such day and time of year as the By-Laws of this corporation shall provide. At any meeting of the Board of Directors, it shall be necessary that a majority of the then existing Board of Directors vote in favor of any motion, resolution or action taken in order that the same become effective and be the act and deed of the corporation and the Board of Directors thereof.

#### ARTICLE X

##### Officers

The officers of this corporation shall be chosen by the Board of Directors and shall consist of a President, Vice President, Secretary and Treasurer. The Board of Directors may also from time to time provide for and elect all other officers or committees which to their Board may seem expedient. Two or more offices may be held by the same person. The officers who are to conduct the

business of the corporation and shall serve as such until the next annual election of officers shall be as follows:

President	EDWARD W. BUTTNER, IV 10004 Haley Road Jacksonville, Fl 32217
Vice President and Secretary	MICHAEL T. HAMMOCK 6428 Jack Wright Island Road St. Augustine, Fl 32084
Vice President and Treasurer	JOHN W. RANES, JR. 8107 Woodgrove Road Jacksonville, FL 32256

#### ARTICLE XI

##### Seal

The seal of this corporation shall be a circular impression bearing in the center thereof the words "CORPORATE SEAL - 1997-FLORIDA" and around the circumference thereof the words "AMERICAN PAYROLL ENTERPRISE'S, INC."

#### ARTICLE XII

##### Registered Office and Registered Agent

The address of the registered office of this corporation is 888 Executive Center Drive West, Suite 202, St. Petersburg, Florida 33702. The name of the initial registered agent of this corporation at that address is: GEORGE E. OWEN, JR.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of this corporation, execute these Articles of Incorporation and certify to the truth of the facts herein stated this 10<sup>th</sup> day of March, 1997.

  
\_\_\_\_\_  
EDWARD W. BUTTNER, IV

*Michael T. Hammock*

MICHAEL T. HAMMOCK

*John W. Ranes, Jr.*

JOHN W. RANES, JR.

STATE OF FLORIDA

COUNTY OF   Duval  

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared EDWARD W. BUTTNER, IV, who, after being first duly cautioned and sworn, depose and say that he has affixed his name to the foregoing Articles of Incorporation of AMERICAN PAYROLL ENTERPRISE'S, INC. as the original subscribers to said corporation for the purpose therein stated. I relied upon the following form of identification: \_\_\_\_\_

or personally known .

WITNESS my hand and official seal at   Jacksonville  ,  
  Duval   County, Florida, this   10<sup>th</sup>   day of  
  March  , 1997.



JOANNE KRAUSE  
My Comm Exp. 9/20/98  
Bonded By Service Ins  
No. CC408379

Personally Known     Other I.D.

*Joanne Krause*  
Notary Public

Print name:   Joanne Krause  

My commission expires:   9/20/98  

STATE OF FLORIDA

COUNTY OF   Duval  

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared

MICHAEL T. HAMMOCK, who, after being first duly cautioned and sworn, depose and say that he has affixed his name to the foregoing Articles of Incorporation of AMERICAN PAYROLL ENTERPRISE'S, INC., as the original subscribers to said corporation for the purpose therein stated. I relied upon the following form of identification: \_\_\_\_\_

or personally known .

WITNESS my hand and official seal at Jacksonville,  
Duval County, Florida, this 10<sup>th</sup> day of  
March, 1997.



JOANNE KRAUSE  
My Comm Exp. 9/20/98  
Bonded By Service Ins  
No. CC408379  
 Personally Known     Other I.D.

Joanne Krause  
Notary Public

Print name: Joanne Krause

My commission expires: 9/20/98

STATE OF FLORIDA

COUNTY OF Duval

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared JOHN W. RANES, JR., who, after being first duly cautioned and sworn, depose and say that he has affixed his name to the foregoing Articles of Incorporation of AMERICAN PAYROLL ENTERPRISE'S, INC., as the original subscribers to said corporation for the purpose therein stated. I relied upon the following form of identification: \_\_\_\_\_

or personally known .

WITNESS my hand and official seal at Jacksonville,

Duval County, Florida, this 10<sup>th</sup> day of  
March, 1997.



JOANNE KRAUSE  
My Comm Exp. 9/20/98  
Bonded By Service Ins  
No. CC408379  
 Personally Known     Other I.D.

Joanne Krause  
Notary Public

Print name: Joanne Krause

My commission expires: 9/20/98



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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DESIGNATION OF REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, the following Certificate is submitted in compliance therewith:

IT IS HEREBY DECLARED that AMERICAN PAYROLL ENTERPRISE'S, INC. is desirous to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, and has named GEORGE E. OWEN, JR., located at 888 Executive Center Drive West, Suite 202, St. Petersburg, Florida 33702, as its agent to accept service of process in the State of Florida.

ACKNOWLEDGMENT

STATE OF FLORIDA  
COUNTY OF PINELLAS

Having been named to accept service of process for the above stated corporation at the place designated in the above Certificate, I hereby accept to act in this capacity, and I agree to comply with all of the provisions of said Act.

  
GEORGE E. OWEN, JR.

Personally sworn to and subscribed before me this 5 day of March, 1997. I relied upon the following form of identification: \_\_\_\_\_ or personally known:

  
Notary Public

Print name: Michele Schibler

MICHELE SCHIBLER  
Notary Public - State of Florida  
My Commission Expires  
December 14, 1999  
CC499623