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Hubbard  
& Brandt  
& Trask

Attorneys At Law

JOHN P. FRAZER  
JOHN G. HUBBARD  
MARK W. BRANDT  
THOMAS J. TRASK

April 29, 1997

8.000002163786- -7  
-05/02/97--01032--001  
\*\*\*122.50 \*\*\*122.50

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

Gentlemen:

Enclosed are two original executed Articles of Incorporation for **Advantus Employment Services, Inc.** and a check for filing fees in the amount of \$122.50. Please file the articles as soon as possible and return one certified copy to my attention.

Sincerely,

John G. Hubbard  
CM

Enclosures

cc: Peter Kreuziger

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -2 AM 8:56

**ARTICLES OF INCORPORATION  
OF  
ADVANTUS EMPLOYMENT SERVICES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLE - NAME AND ADDRESS**

The name of this corporation is Advantus Employment Services, Inc. and the principal address of the business is 148 Marina Plaza, Dunedin, FL 34698.

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - PURPOSE**

This general purpose of this corporation is for the operation of an employee leasing and employee services business and related activities regarding employment relations and for all matters and business incidental to or connected with the foregoing and for all other lawful purposes.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

**ARTICLE V - DIRECTORS**

The corporation shall have two Directors initially. The number of Directors may be increased from time to time according to Bylaws adopted by the shareholders.

**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

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that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

#### **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 595 Main Street, Dunedin, Florida 34683 and the name of the registered agent of this corporation at that address is John G. Hubbard, Esquire.

#### **ARTICLE VIII - INCORPORATORS**

The names and addresses of the persons signing these articles of incorporation are:

Peter W. Krueziger  
148 Marina Plaza  
Dunedin, FL 34698

Karl H. Riedl  
148 Marina Plaza  
Dunedin, FL 34698

#### **ARTICLE IX - BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

#### **ARTICLE X - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by thirty three and one-third percent (33 1/3%) of the shares of this corporation.

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#### **ARTICLE XI - SHAREHOLDER QUORUM AND VOTING**

Fifty percent (50%) plus one (1) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus 1 of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **ARTICLE XII - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION**

The affirmative vote of 66 2/3% of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation for merger, acquisition, or liquidation.

#### **ARTICLE XIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### **ARTICLE XIV - SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

#### **ARTICLE XV - MANAGEMENT OF CORPORATION**

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation

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shall be managed under the direction of the Board of Directors of this corporation.

#### **ARTICLE XVI - POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

#### **ARTICLE XVII - MEETING BY CONFERENCE TELEPHONE**

Directors may participate in special meetings by conference telephone as provided by law.

#### **ARTICLE XVIII - DIVIDENDS**

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain or non-taxable dividends depending on the source from which they are derived.

#### **ARTICLE XIX - INDEMNIFICATION**

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

#### **ARTICLE XX - TAX ELECTIONS**

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law including but not limited to:

1. Qualified pension or profit sharing plan;
2. Election as a sub-chapter S corporation;
3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement whether qualified or not;


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5. Corporate medical reimburse plan; and
6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation, this 28th day of April, 1997.

  
Peter W. Kreuziger

  
Karl H. Riedl

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 28th day of April, 1997, by Peter W. Kreuziger, who (☒) is personally known to me or who has produced ( ) a driver's license or \_\_\_\_\_ as identification.



MARION E. WAGNER  
MY COMMISSION # CC329112 EXPIRES  
November 9, 1997  
BONDED THROUGH TROY FAIR INSURANCE, INC.

  
Notary Public

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 28th day of April, 1997, by Karl H. Riedl, who (☒) is personally known to me or who has produced ( ) a driver's license or \_\_\_\_\_ as identification.



MARION E. WAGNER  
MY COMMISSION # CC329112 EXPIRES  
November 9, 1997  
BONDED THROUGH TROY FAIR INSURANCE, INC.

  
Notary Public

My Commission Expires:

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -2 AM 8:56

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE  
FOLLOWING IS SUBMITTED: Advantus Employment Services, Inc.,  
desiring to organize or qualify under the laws of the State of  
Florida, with the principal place of business located at 148  
Marina Plaza, Dunedin, FL 34698, and has named JOHN G.  
HUBBARD, ESQUIRE, located at 595 Main Street, Dunedin, Florida  
34698, as its resident agent to accept service of process  
within Florida.

Signature: 

Title: President

Date: 4/28/97

ACCEPTANCE BY AGENT

Having been named to accept service of process for the  
above-stated corporation, at the place designated in the  
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.

Signature: 

Date: 4/28/97

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