

P97000061761

Staff Master Temp & Payrolling Srv. Inc.  
498 N OBT # 55  
Orl. FL 32805

July 10, 1997

Secretary of Florida  
Department of State  
Divisions of Corporations  
Tallahassee, Florida 32399

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-07/17/97--01067--004  
\*\*\*\*\*123.00 \*\*\*\*\*123.00

**The name of the corporation shall be:**  
Staff Master Temp & Payrolling Srv. Inc.

**The principal place of the business shall be:**  
498 N OBT #55  
Orl. FL. 32805

**Nature of the business:**

The nature of the business shall be handling payroll for local companies and hiring of full-time employees as an employment agency.

Temporary employees shall also be part of our business.

**Capital stock:**

The aggregate number of shares shall be (one thousand) at \$25.00 each share.

**Term of existence:**

This corporation is to exist perpetually from our starting date of , 1997, and to run continuously for the purpose of payrolling permanent employment and temporary needs.

**Officers Directors:**

~~March~~  
Deana ~~March~~ ( Pres.)  
2943 Jeanette Cove  
Ovido, FL. 32765

Larry E. Peavy (Vice Pres.)  
498 N OBT  
Orl. FL. 32805

~~March~~  
William Christopher ~~March~~ (Sect. Tres)  
2943 Jeanette Cove  
Ovido, FL. 32765

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TO: Florida Secretary of State Corporate Division**

**RE: The following is a request to reserve the following  
Company name if it has not been applied for:**

Staff Master Temporary & Payrolling Srv. Inc  
Pres.: Deana Merak 407 977-7367

Place Reply To:

Deana Merak  
2943 Jeanette Cove  
Oviedo, FL. 32765

ARTICLES OF INCORPORATION

of

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Staff Master Temporary & Payrolling Service, Inc*

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

*Staff Master Temporary & Payrolling Service, Inc*

ARTICLE II. NATURE OF BUSINESS

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

*Handling Payroll For Local Companies & Hiring  
of Full Time Employees as an Employment Agency.  
Temp Employees Shall Also be a part of our Business.*

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences 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.

To become guarantor or surety for any other person, firm or corp-

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000)  
\$ 25.00 Per Share

### ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is

25,000.00 Twenty Five Thousand Dollars

### ARTICLE V. TERM

This corporation shall have perpetual existence.

### ARTICLE VI. ADDRESS

The post office address of the principal office of this corporation in the State of Florida is:

440 South Orange blossom trail  
Orl FL 32805 843.6400

The Board of Directors may from time to time move the office to any other place in Florida.

### ARTICLE VII. DIRECTORS

This corporation shall have 3 Three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than three. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

### ARTICLE VIII. INITIAL DIRECTORS

#### ARTICLE IX. SUBSCRIBERS

The names and post office addresses of the subscribers of these articles of incorporation are:

<i>Deana Marek</i>	<i>Larry Peavy</i>	<i>William Marek</i>
2943 Jeanette Cove	498 NORT #55	2943 Jeanette Cove
Oviedo FL 32765	Orlando FL 32805	Oviedo, FL 32765

#### ARTICLE X. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or incumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-law is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as

## ARTICLE XI. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

## ARTICLE XII. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by \_\_\_\_\_ of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_.

\_\_\_\_\_  
(SEAL)

STATE OF FLORIDA     )  
                                  )   ss  
COUNTY OF DUVAL    )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared

to me known to be the persons described as Subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of

**ARTICLE V INCORPORATOR(S)**

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

1. WILLIAM C. MAREK  
2943 JEANETTE COVE  
OUIDO, FL. 32765
2. DEANA MAREK  
2943 JEANETTE COVE  
OUIDO, FL 32765
3. LARRY PEAVY  
498 ORANGE BLOSSOM TRAIL # 55  
ORLANDO, FL, 32805

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

11<sup>TH</sup> day of JULY, 19 97.

(An additional article must be added if an effective date is requested.)

William C Marek 7-11-97  
Signature

Deana Marek 7/11/97  
Signature

\_\_\_\_\_  
Signature

**Notarization is not required****NOTE:** Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.



FILED

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

97 JUL 16 PM 8: 16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 STAFFMASTER TEMPORARY &  
PAYROLL SERVICES INC.

2. The name and address of the registered agent and office is:

William C. MAREK  
(NAME)

2943 JEANNETTE COVE  
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

OWIEDG, FL. 32765  
(CITY/STATE/ZIP)

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.

William C. Marek 7-11-97  
(SIGNATURE) (DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314