



THE UNITED STATES  
CORPORATION  
COMPANY

PG9000042117

FILED

99 MAY 10 AM 11:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 233828 4728359

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ 70.00

EFFECTIVE DATE

5-7-99

ORDER DATE : May 10, 1999

ORDER TIME : 9:50 AM

ORDER NO. : 233828-005

200002869012--9

CUSTOMER NO: 4728359

CUSTOMER: Ms. Brenda Holland  
BUSH ROSS GARDNER WARREN &  
BUSH ROSS GARDNER WARREN &  
220 South Franklin Street

Tampa, FL 33602

DOMESTIC FILING

NAME: ADVANTECH SOLUTIONS  
PAYROLL SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS:

*PH 5/10/99*

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99 MAY 10 AM 10:39

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ADVANTECH SOLUTIONS PAYROLL SERVICES, INC.**

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The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

EFFECTIVE DATE

5-7-99

**Corporate Name and Principal Office**

The name of this corporation is ADVANTECH SOLUTIONS PAYROLL SERVICES, INC. and its principal office and mailing address is 1410 N. Westshore Blvd, Ste. 600, Tampa, Florida 33607.

**ARTICLE II**

**Commencement of Corporate Existence**

The corporation shall come into existence on the date of subscription and acknowledgment of the Articles of Incorporation.

**ARTICLE III**

**General Nature of Business**

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

#### ARTICLE IV

##### Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 7,500 shares of common stock, each with a par value of \$.001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

#### ARTICLE V

##### Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is John N. Giordano.

#### ARTICLE VI

##### Incorporator

The name and address of the corporation's incorporator is:

Name

Brenda K. Holland

Address

220 South Franklin Street  
Tampa, Florida 33602

## ARTICLE VII

### By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

## ARTICLE VIII

### Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 7<sup>TH</sup> day of May, 1999.

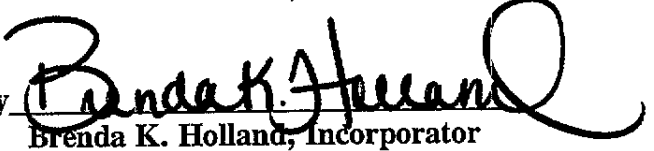
  
Brenda K. Holland

176342.1

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

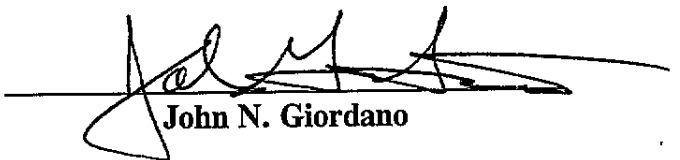
Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, ADVANTECH SOLUTIONS PAYROLL SERVICES, INC., desiring to organize under the laws of the State of Florida, hereby designates John N. Giordano, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

ADVANTECH SOLUTIONS  
PAYROLL SERVICES, INC.

By   
Brenda K. Holland, Incorporator

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

  
John N. Giordano

176342.1

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