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PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

97 APR 29 PM 2:49

SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOCUMENT # **S39386** (5)

1. Corporation Name
ADP TOTALSOURCE III, INC.



Principal Place of Business
**4010 W. STATE STREET
TAMPA FL 33609
US**

Mailing Address
**4010 W. STATE STREET
TAMPA FL 33609-1264
US**

3. Date Incorporated or Qualified **03/18/1991** 3a. Date of Last Report **04/26/1996**

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21	26 ONE ADP BLVD.	59-3058828	Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, etc.	5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
22	27 MS 433	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
City & State	City & State	28 ROSELAND, NJ	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No
23	29 07068	30	
Zip	Country	Zip	Country
24	25	29	30

9. Name and Address of Current Registered Agent
**VICTOR W. HOLCOMB
415 S. HYDE PARK
TAMPA FL 33606**

10. Name and Address of New Registered Agent
81 Name **CT CORPORATION SYSTEM**
82 Street Address (P.O. Box Number is Not Acceptable) **1200 S. PINE ISLAND ROAD**
83
84 City **PLANTATION** FL 85 Zip Code **33324**

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE *Patrick Nolan* **PATRICK NOLAN, ASST. SECY** 4/28/97
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	VOLPI, DAVID	
STREET ADDRESS	3911 SWANN	
CITY - ST - ZIP	TAMPA FL	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	HARPER, WILLIAM	
STREET ADDRESS	901 VALMAR ST.	
CITY - ST - ZIP	BRANDON FL	
TITLE	VPD	<input type="checkbox"/> DELETE
NAME	HOLT, WILLIAM	
STREET ADDRESS	5820 DORY WAY	
CITY - ST - ZIP	TAMPA FL	
TITLE	STD	<input type="checkbox"/> DELETE
NAME	AUST, DENNIS	
STREET ADDRESS	3003 SAMARA	
CITY - ST - ZIP	TAMPA FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PRES	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	JAMES B. BENSON	
1.3 STREET ADDRESS	ONE ADP BLVD.	
1.4 CITY - ST - ZIP	ROSELAND, NJ 07068	
2.1 TITLE	VP/CNT	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	RICHARD J. HAVILAND	
2.3 STREET ADDRESS	ONE ADP BLVD.	
2.4 CITY - ST - ZIP	ROSELAND, NJ 07068	
3.1 TITLE	VP/TREAS	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	JOSEPH B. PIRRET	
3.3 STREET ADDRESS	ONE ADP BLVD.	
3.4 CITY - ST - ZIP	ROSELAND, NJ 07068	
4.1 TITLE	ASST SEC	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	ROBERT J. SINGER	
4.3 STREET ADDRESS	ONE ADP BLVD.	
4.4 CITY - ST - ZIP	ROSELAND, NJ 07068	
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY - ST - ZIP		
6.1 TITLE		
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY - ST - ZIP		

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***165.00 ***165.00

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *James B. Benson* **JAMES B. BENSON** 4/24/97 201 994-5525
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone

CR2E034 (9/96)