

590454

A-1 TEMPS, INC. II

10002 Princess Palm Avenue

Suite 304

Tampa, Florida 33619

(813) 623-5777

Fax: (813) 623-3883

FILED
DEC -8 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 19, 1998

Secretary of State - Florida
409 East Gaines Street
Tallahassee, FL 32399

600002693266--9
-11/23/98-01017--008
*****35.00 *****35.00

RE: .. Articles of Amendment For A-1 Temps, Inc. II

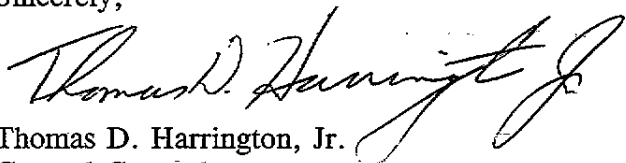
Dear Secretary Of State:

Enclosed for your review, approval and filing are two copies of the Articles Of Amendment To Articles of Incorporation Of A-1 Temps, Inc. II. Said Articles Of Amendment changes the name of A-1 Temps, Inc. II to A-1 Professional Employer, Inc. Please stamp and return one of the enclosed copies to me in the attached self-addressed return envelope.

Also enclosed is a check in the amount of \$35.00 payable to the Secretary Of State Of Florida required for the filing of said Articles Of Amendment.

If you have any questions or I can be of further assistance, please do not hesitate to contact me.

Sincerely,



Thomas D. Harrington, Jr.
General Counsel

~~1098-24869~~

TDH/atb

N/C

Enclosures

VS DEC 11 1998

VIA FEDERAL EXPRESS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

December 2, 1998

THOMAS D. HARRINGTON, JR.
A-1 TEMPS, INC. II
10002 PRINCESS PALM AVE., STE. 304
TAMPA, FL 33619

SUBJECT: A-1 TEMPS, INC. II
Ref. Number: 590454

We have received your document for A-1 TEMPS, INC. II and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 598A00057046

RECEIVED
93 DEC -8 AM 9:22
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
A-1 TEMPS, INC. II

FILED
28 DEC -8 PM 2: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

Article 1 of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE I
Name

The name of the corporation is A-1 Professional Employer, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: November 17, 1998.

FOURTH: Adoption of Amendment(s) (check one)

 X The amendment(s) was/were adopted by the ~~incorporators~~ or board of directors without shareholder action and shareholder action was not required.

 The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

 The amendment(s) was/were approved by the shareholders through voting groups.

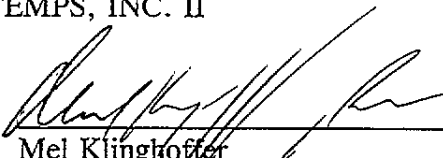
[The following statement must be separately
provided for each voting group entitled to vote
separately on the amendment(s).]

The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)

Signed this 17th day of November, 1998.

A-1 TEMPS, INC. II

BY:

A handwritten signature in dark ink, appearing to read 'Mel Klinghoffer', is written over a horizontal line.

Mel Klinghoffer
President and
Chairman of the Board of Directors