

590454

A-1 PROFESSIONAL EMPLOYER, INC.

10002 Princess Palm Avenue
Suite 304
Tampa, Florida 33619
(813) 623-5777 Fax: (813) 623-3883

FILED
98 DEC 11 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 4, 1998

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-12/11/98--01081--006
*****35.00 *****35.00

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

RE: Articles of Amendment For A-1 Professional Employer, Inc.

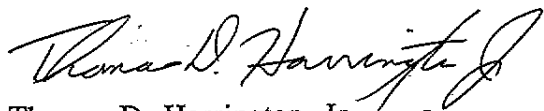
Dear Secretary Of State:

Enclosed for your review, approval and filing are two copies of the Articles Of Amendment To Articles of Incorporation Of A-1 Professional Employer, Inc. Said Articles Of Amendment changes the number of authorized shares and the par value of the shares. 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

TDH/atb

Enclosures

Amend.
12-21-98
CC

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
A-1 PROFESSIONAL EMPLOYER, INC.**

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

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FIRST: Amendment(s) adopted:

Article 4 of the Articles of Incorporation is hereby amended to read as follows:

**ARTICLE 4
Capital Stock**

The corporation is authorized to issue six million (6,000,000) shares, all one class at one cent (\$0.01) par value each.

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 30, 1998.

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

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

 X 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.

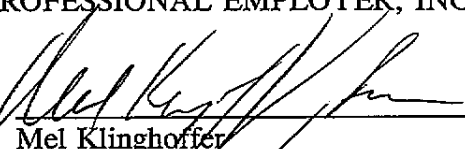
[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

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

Signed this 30th day of November 30, 1998.

A-1 PROFESSIONAL EMPLOYER, INC.

BY:



Mel Klinghoffer
President and
Chairman of the Board of Directors