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(Business Entity Name)

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2011 MAR -3 AM 10:45

B. KOHR
MAR - 3 2011
EXAMINER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR -3 PM 2:22



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 687379 7799349

AUTHORIZATION :

COST LIMIT : \$ 52.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR -3 PM 2:22

ORDER DATE : 03/03/11

ORDER TIME : 9:33 AM

ORDER NO. : 687379-050

CUSTOMER NO: 7799349

FOREIGN FILINGS

NAME: ADMINISTAFF COMPANIES II, L.P.

☐ CORPORATE
☒ LIMITED PARTNERSHIP
☐ LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT#

EXAMINER: _____

**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

Administaff Companies II, L.P.

2. The jurisdiction of its formation is: Delaware

3. The date the entity was authorized to transact business in Florida is: 9/10/2001

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

Insperty PEO Services, L.P.

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

☐

The entity elects to be a limited liability limited partnership.

☐

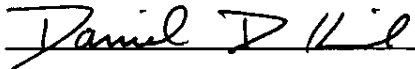
The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner:



Typed or printed name:

Daniel D. Herink, Senior VP of Legal, General Counsel & Secretary
of Administaff Companies, Inc., General Partner

Filing Fee:	\$52.50
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

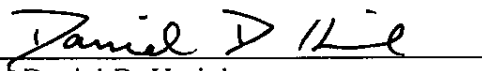
**INSPERITY, INC.
AND ALL SUBSIDIARIES THEREOF**

CONSENT TO USE OF NAME

Insperty, Inc., a Delaware corporation, hereby consents on its own behalf and on behalf of all of its wholly-owned subsidiaries (listed below) to the use of the name of **Insperty PEO Services, L.P.** by a limited partnership of the same name formed under the laws of the State of Delaware.

IN WITNESS WHEREOF, the undersigned, being the duly elected Senior Vice President of Legal, General Counsel and Secretary of Insperty, Inc. and all of its wholly-owned subsidiaries, has caused this Consent to Use of Name to be executed as of the 3rd day of March, 2011.

INSPERITY, INC., a Delaware corporation
INSPERITY HOLDINGS, INC., a Delaware corporation
INSPERITY PEO SERVICES, L.P., a Delaware limited partnership
INSPERITY SERVICES, L.P., a Delaware limited partnership
INSPERITY GP, INC., a Delaware corporation
INSPERITY SUPPORT SERVICES, L.P., a Delaware limited partnership
INSPERITY INSURANCE SERVICES, L.L.C., a Delaware limited liability company
INSPERITY RETIREMENT SERVICES, L.P., a Delaware limited partnership
INSPERITY BUSINESS SERVICES, L.P., a Delaware limited partnership
INSPERITY EMPLOYMENT SCREENING, L.L.C., a Delaware limited liability company
INSPERITY ENTERPRISES, INC., a Texas corporation
INSPERITY EXPENSE MANAGEMENT, INC., a California corporation

By: 
Name: Daniel D. Herink
Title: Senior Vice President of Legal, General Counsel
and Secretary

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "ADMINISTAFF COMPANIES II, L.P.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "INSPERITY PEO SERVICES, L.P.", THE THIRD DAY OF MARCH, A.D. 2011, AT 7:46 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED PARTNERSHIP IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

3424698 8320

110255187

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8596919

DATE: 03-03-11