



M70864

America's Professional Employer Organization

National Employee Leasing Company  
Corporate Headquarters  
339 6th Avenue West, Bradenton, Florida 34205  
(941) 745-1836 • (800) 741-3092  
fax (941) 747-5356 • (800) 887-5356  
www.goNELCO.com

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-11/18/97--01086--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

800002350978--1  
-11/18/97--01086--010  
\*\*\*\*\*17.50 \*\*\*\*\*17.50

October 31, 1997

Division of Corporations  
Florida Department of State  
Attention: Ms. Marquitta Williams  
Post Office Box 6327  
Tallahassee, Florida 32314

FILED  
97 NOV -5 PM 2:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Dear Ms. Williams:

Please find enclosed an Articles of Amendment accompanied by a \$35.00 check for the amending fee; as well as a check in the amount of \$17.50 to cover the cost of two certificates, each stating that Professional Employers Group, Inc., (previously NELCO of Manatee County, Inc.) is a corporation organized under the laws of the State of Florida, and is in good standing with the State.

Should you require any additional information, please do not hesitate to contact myself or my assistant, Ms. Katrina Miller, toll free, at 1-800-741-3092.

Sincerely,

*Virginia A. Dorris*

Virginia A. Dorris  
President/CEO

cc: Darlene Plough

N/C

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RECEIVED  
97 NOV -5 AM 10:22  
DIVISION OF CORPORATIONS

VS NOV 13 1997

ARTICLES OF AMENDMENT  
OF  
NELCO of Manatee County, Inc.

FILED  
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SECRETARY OF ST.  
TALLAHASSEE FLOR

(BY VOTE OF SHAREHOLDERS OR, BY INCORPORATIONS OF THE BOARD OF DIRECTORS WITHOUT SHAREHOLDERS ACTION)

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts these articles of Amendment.

First: The name of the Corporation is NELCO of Manatee County, Inc.

Second: The Articles of Incorporation of this Corporation are amended by Changing the article numbered "First" so that, as amended, said articles shall read as follows: The name of the Corporation is: Professional Employers Group, Inc.

Third: 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:

Forth: The Amendment to the Articles on Incorporation of the Corporation set forth above was adopted on the 3<sup>rd</sup> day of November, 1997.

Fifth: If an amendment was adopted by the incorporators of Board of Directors without shareholder action, a provision to that effect and that shareholder action was not required, is as follows:

Sixth: If an Amendment was approved by the shareholders, the designation of each voting group entitled to vote separately on the Amendment and a provision that the number of votes cast for the Amendment by each voting group was sufficient for approval by that voting group, are as follows:  
All shareholders approved the amendment.

Signed this 3<sup>rd</sup> Day of November, 1997.

Professional Employers Group, Inc.  
NAME OF CORPORATION

BY Virginia A. Dorris  
\* (Chairman, Vice Chairman, President or Other Officer)

Virginia A. Dorris  
NAME

President  
TITLE

**\* IF THE AMENDMENT IS MADE BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION, THE ARTICLES OF AMENDMENT SHALL BE EXECUTED BY AN INCORPORATOR OR DIRECTOR, AS THE CASE MAY BE, APPROVING THE AMENDMENT.**