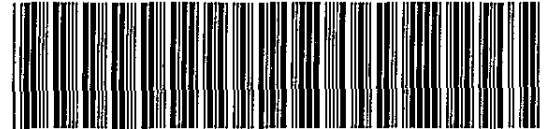


P04000136583



000048142320

**Employee
Leasing
Solutions**

1401 Manatee Ave W, Suite 600 • Bradenton, FL 34205-6708
(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

As requested.

April 1, 2005

EMPLOYEE LEASING SOLUTIONS
1401 MANATEE AVE. W.
STE. 600
BRADENTON, FL 34205-6708

SUBJECT: EMPLOYEE LEASING SOLUTIONS HOLDING COMPANY, INC.
Ref. Number: P04000136583

We have received your document for EMPLOYEE LEASING SOLUTIONS HOLDING COMPANY, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

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) 245-6878.

Alan Crum
Document Specialist

Letter Number: 905A00022434

RECEIVED
05 APR -8 AM 11:57
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

EMPLOYEE LEASING SOLUTIONS HOLDING COMPANY, INC.

(present name)

P04000136583

(Document Number of Corporation (If known))

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE III: CAPITAL STOCK, is hereby amended to read as follows:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten million (10,000,000) shares having no par value.

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: There were no shares issued prior to noticing the value being listed incorrectly on the certificates.

THIRD: The date of each amendment's adoption: March 16, 2005

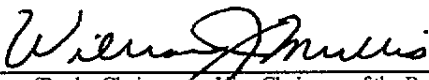
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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)

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

Signed this 16th day of April, 2005

Signature  President
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

(Typed or printed name)

(Title)