

CAPITAL CONNECTION, INC.

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P94000093481

Sugar Appraising &
Consulting, Inc.

600002344626--7
-11/12/97--01070--004
*****35.00 *****35.00

600002344626--7
-11/12/97--01070--005
*****8.75 *****8.75

* File First *

Name Availability	11/13/97
Document Examiner	Don
Updater	Don
Update Verifier	Don
Acknowledgement	Don
W.P. Verifier	Don

Art of Inc. File	_____
LTD Partnership File	_____ <i>Name Change</i>
Foreign Corp. File	_____
L.C. File	_____
Fictitious Name File	_____
Trade/Service Mark	_____
Merger File	_____
☒ Art. of Amend. File	_____
RA Resignation	_____
Dissolution / Withdrawal	_____
Annual Report / Reinstatement	_____
Cert. Copy	_____
☒ Photo Copy	_____
☒ Certificate of Good Standing	_____
Certificate of Status	_____
Certificate of Fictitious Name	_____
Corp Record Search	_____
Officer Search	_____
Fictitious Search	_____
Fictitious Owner Search	_____
Vehicle Search	_____
Driving Record	_____
UCC 1 or 3 File	_____
UCC 11 Search	_____
UCC 11 Retrieval	_____
Courier	_____

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97 NOV 12 PM 12:51
TALLAHASSEE, FLORIDA
97 NOV 12 PM 11:05
RECEIVED

Signature _____

Requested by: LS 11/12 10:14
Name _____ Date _____ Time _____
Walk-In _____ Will Pick Up _____

97 NOV 12 PM 12:51
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

of

SUGAR APPRAISING & CONSULTING, INC.

Pursuant to Section 607.1003, Florida Statutes, the Articles of Incorporation of the above-named Corporation are amended as follows:

1. Article I. is amended to read (and the new name of the Corporation is) as follows:

Employers PEO III, Inc.

2. Article V. is amended to read as follows:

Authorized Shares. The Maximum number of shares that the corporation is authorized to have outstanding at any time is 800,000,000 shares of common stock having no par value per share.

3. The foregoing amendment was adopted by both the Shareholders and Directors on November 10, 1997. There is only one class of stock and the Shareholders unanimously approved the amendments.

In witness whereof, I, the undersigned, have executed these Articles of Amendment on November 10, 1997.


Howard Sugar, President

Consent

The undersigned, as the only Directors and/or Shareholders of EMPLOYERS PEO III, INC. f/k/a SUGAR APPRAISING & CONSULTING, INC., consent to this amendment.


Howard Sugar, sole Shareholder
and Director

AFFIDAVIT

The undersigned, having been duly sworn, deposes and says:

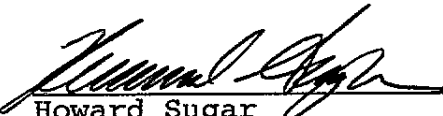
1. Affiant is the President, sole Director and sole shareholder of Sugar Appraising & Consulting, Inc., a Florida corporation (the "Corporation").

2. Affiant has signed Articles of Amendment of the Corporation which are being filed with the Florida Department of State.

3. For business and/or tax reasons, immediately following amendment of the Corporation by the filing of the Articles of Amendment, affiant will cause new Articles of Incorporation to be filed with the Florida Department of State creating a new Florida business corporation bearing the same name as the Corporation before the name change amendment.

4. So that the Articles of Incorporation for the new corporation may be filed immediately following amendment of the Corporation, affiant provides this Affidavit declaring that it is not intended that the Articles of Amendment of the Corporation be revoked.

Further affiant sayeth not.


Howard Sugar

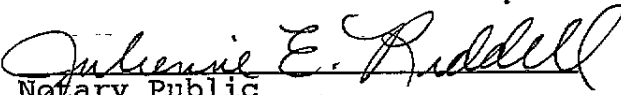
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this ____ November, 1997, by Howard Sugar, who is personally known to me or who has produced drivers license as identification and who did take an oath.

(SEAL)



JULIENNE E RIDDELL
My Commission CC518732
Expires Dec 17 1999


Notary Public
Commission # _____
My Commission Expires: _____