CORPORATION

ACCOUNT NO. :

072100000032

REFERENCE :

919917 7161649

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: August 7, 1998

ORDER TIME : 11:0 AM

ORDER NO. : 919917-015

CUSTOMER NO: 7161649

CUSTOMER: Mr. Dave Wood

Ams Staff Leasing

Suite 700, 14160 Dallas Pkwy

Dallas, TX 75240

DOMESTIC AMENDMENT FILING

NAME: EMPLOYERS PEO III, INC. 70000

*****96.25 *****96.25

EFFICTIVE DATE:

ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Abby Capaz

EXAMINER'S INITIALS:

AMS STAFF LEASING, INC.

14160 Dallas Parkway, Suite 700 Dallas, Texas 75240

(972) 404-0295 (972) 404-0380 FAX

August 6, 1998

Florida Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

To Whom It May Concern:

Please find enclosed the request for amendment of the articles of incorporation for Employers PEO III, Inc. and our check for the appropriate fees.

Should you have any questions or require additional information, please contact our offices at the above address.

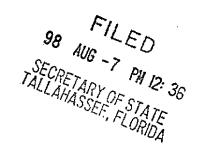
Sincerely,

Charles D. Wood, Jr.

Charles D. Wm &

President

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Employers PEO III, Inc.

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

AMS Staff Leasing, Inc.

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:

THIRD:	The date of each amendment's adoption: August 1, 1998.
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
Œ.	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
0	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 6th day of AUGUST, 1998. Charles D. Word Je
Signature	Charles D. Wood Je
	(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)

Charles D. Wood, Jr.

President