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BASIC AMENDMENT

ACCOUNTING PRINCIPALS ACQUISITION CORP.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ACCOUNTING PRINCIPALS ACQUISITION CORP.
(a Florida corporation)**

(Document Number P97000104875)

Pursuant to Sections 607.1001, 607.1004, 607.1006 and 607.1009, Florida Business Corporation Act, the following provisions of the Articles of Incorporation of Accounting Principals Acquisition Corp., a Florida corporation, filed in Tallahassee on December 12, 1997, be and they hereby are amended as follows:


First Article ("Name") be and it hereby is amended to read as follows:

FIRST: The corporate name of the corporation (hereinafter called the "Corporation") is Accounting Principals, Inc.

The foregoing amendment was adopted by MPS Group, Inc., the sole shareholder of the Corporation, by unanimous written consent dated on the 18th day of January, 2005. The unanimous written consent of the sole shareholder is sufficient for approval of this amendment.

IN WITNESS WHEREOF, the party hereto has caused these Articles of Amendment to be executed by its duly authorized officer as of this 18th day of January, 2005.

**ACCOUNTING PRINCIPALS
ACQUISITION CORP.**



Gerald Robinson
Vice President of Tax

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