ALPHASTAFF
The solution... *a professional employer*

VI0060

November 21, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Amendment to the Articles of Incorporation
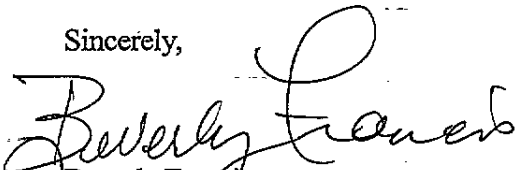   AlphaStaff Group, Inc.
       Federal ID #65-0314170

Please find attached the Amendment to the Articles of Incorporation of AlphaStaff Group, Inc. I am also requesting a certified copy of the entire article of incorporation with the amendments included.

If you have any questions or need further information, please feel free to contact me at 561-241-9545 extension 208.

The return address is as follows:
AlphaStaff
1801 Clint Moore Road
Suite #115
Boca Raton, FL 33487

Sincerely,

Beverly Francis,
Controller

Amend
LFS

1801 Clint Moore Road • Suite 115 • Boca Raton, Florida • 33487
(561) 241-9545 • Fax (561) 241-9587 • (888) 335-9545
www.alphastaff.com

NAPEO

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ALPHASTAFF GROUP, INC.

The Articles of Incorporation of AlphaStaff Group, Inc., a Florida Corporation (the "Company"), are amended as follows:

1. Article III of the Company's Articles of Incorporation are amended to read as follows:

This corporation is authorized to issue two thousand (2,000) shares of $.10 par value stock.

2. The foregoing amendment was adopted on October 10, 2000 by written consent of a majority of the Company's shareholders entitled to vote.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Company has executed these Articles of Amendment to the Articles of Incorporation on this 10th day of October 2000 for the use and purpose aforesaid.

_____
Robert A. Beck, II, President and
Secretary

(Seal)

STATE OF FLORIDA   )

COUNTY OF DADE   )

    BEFORE ME, the undersigned authority, personally appeared Robert A. Beck, II, as the President and Secretary of the above-named Corporation, <u>who is personally known to me</u> or who has produced _____ as identification and who did/did not take an oath and he acknowledged before me that the said instrument was executed by him for the purposes therein expressed.

    WITNESS my hand and official seal in the County and State stated above, this 10th day of October 2000.

_____
Notary Public, State of Florida

My Commission expires: