

V10060

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

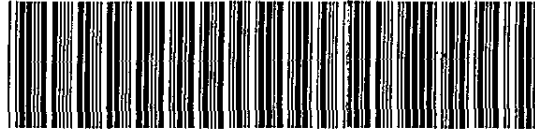
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

*Amended
MAD 3/8*



600029272876

08/01/04--01009--031 **43.75

OFFICE OF STATE
TALLAHASSEE, FLORIDA

04 MAR - 1 PM 12:46

FILED

FRIEDMAN & FROST, P.L.

ATTORNEYS AT LAW

A PROFESSIONAL LIMITED LIABILITY COMPANY INCLUDING PROFESSIONAL ASSOCIATIONS

1111 BRICKELL AVENUE

SUITE 2050

MIAMI, FLORIDA 33131

IRWIN M. FROST, P.A.
IRWIN M. FROST, ESQ.
BOARD CERTIFIED TAX ATTORNEY

February 25, 2004

WRITER'S DIRECT DIAL:
TELEPHONE (305) 374-3001
FACSIMILE (305) 374-3075
E-MAIL: frostlawr@aol.com

Secretary of State
State of Florida
Corporate Records Bureau
Division of Corporations
The Capitol
Tallahassee, FL 32304

Re: Article of Amendment for AlphaStaff Group, Inc.

Gentlemen:

Enclosed is the Articles of Amendment for AlphaStaff Group, Inc., together with a check in the amount of \$43.75 for the following costs:

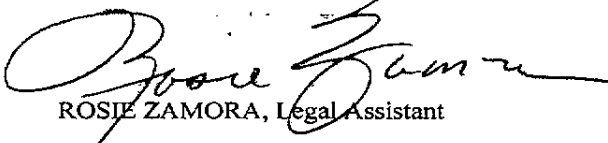
Amendment Fees:	\$35.00
Certified Copy:	8.75

Please return same in the self-addressed stamped envelope.

Thank-you for your assistance.

Very truly yours,

IRWIN M. FROST, P.A.


ROSIE ZAMORA, Legal Assistant

/rz
Encls.
1coc624a.40a

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

A. Article VI of the Articles of Incorporation of **ALPHASTAFF GROUP, INC.**, a Florida corporation ("Corporation") is hereby replaced in its entirety to read as follows:

Article VI
CAPITAL STOCK

1. Authorized Stock. The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is Twenty Two Million One Hundred Sixty Thousand (\$22,160,000) shares, consisting of:

(a) Common Stock:

(i) Twenty Million (\$20,000,000) shares of .00001 par value Class A Common Stock (the "Class A Common Stock");

(ii) Seven Hundred Twenty Thousand (720,000) shares of \$.00001 par value Class B Common Stock, (the "Class B Common Stock"); and

(b) Preferred Stock-Series A: One Million Four Hundred Forty Thousand (1,440,000) shares of \$.0001 par value Preferred Stock-Series A (the "Preferred Stock-Series A").

2. Common Stock. Except as otherwise expressly provided herein, the Class A Common Stock and the Class B Common Stock shall be identical in all respects, and the relative powers, preferences, rights, qualifications, limitations and restrictions of the shares of Class A Common Stock and Class B Stock shall be as follows:

(a) Cash or Property Distributions. Subject to the rights and preferences of the Preferred Stock-Series A as set forth in paragraph 3 of this Article VI, the holders of Class A Common Stock and Class B Common Stock are entitled to receive dividends out of assets legally available therefore at such times and in such per share amounts as the Board of Directors may from time to time determine, *provided*, whenever a dividend is paid, the same dividend shall be paid in respect of each outstanding share of Class A Common Stock and Class B Common Stock.

(b) Voting. Voting power, with respect only to the election of directors, shall be divided between the Class A Common Stock and the Class B Common Stock as follows:

(i) Class A Common Shareholders. The holders of Class A Common Stock (the "Class A Common Shareholders") shall be entitled to elect the number of directors authorized in the then current bylaws of the Corporation. Each share of Class A Common Stock shall have one vote for each available seat in the election of the Class A Directors. Holders of Class B Common Stock shall not be entitled to vote in any election of Class A Directors.

(ii) Class B Common Shareholders. The holders of Class B Common Stock (the "Class B Common Shareholders") shall be entitled, but not required, to elect at any time

04 MAR - 1 PM 12:46
FILED
TALLAHASSEE, FLORIDA
SUNSHINE STATE

a number of members to the Board of Directors as provided in Article V above. Each share of Class B Common Stock shall have one vote for each seat available to be filled by a Class B Director in such election of Class B Directors. Holders of Class A Common Stock shall not be entitled to vote in any election of Class B Directors.

(c) Conversion of Class B Common Stock.

(i) Option. At any time, the holders of Class B Common Stock shall have the option to convert any or all of their shares of Class B Common Stock to shares of Class A Common Stock at the ratio of 1:1.

(ii) Automatic. Upon the occurrence of or in connection with any of the following events, all shares of Class B Common Stock shall automatically be converted into shares of Class A Common Stock at a ratio of 1:1.

(1) The death of Robert A. Beck, II.

(2) An initial public offering of the Corporation's Class A Common Stock.

(3) The sale of all the shares of the Corporation held by the ASG Voting Trust as of the date of filing of these Amended and Restated Articles of Incorporation to one or more persons or entities not then Shareholders of the Corporation as of the date of filing of these Amended and Restated Articles of Incorporation.

(d) Restriction on Transfer of Class B Common Stock. Shares of Class B Common Stock may not be sold, assigned, pledged, hypothecated or encumbered without the approval by a majority vote of the Class A Directors.

(e) Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, the holders of Class A Common Stock and Class B Common Stock shall (subject to the liquidation preference granted to the holders of Preferred Stock-Series A pursuant to provision 3(c) below) participate equally per share in any distributions to shareholders, without distinction between classes of Common Stock.

3. Preferred Stock-Series A.

(a) Voting. Holders of shares of Preferred Stock-Series A shall have no voting rights.

(b) Dividends. Preferred Stock-Series A shall be non-cumulative and holders thereof shall be entitled to receive a maximum quarterly dividend of up to One Tenth Cent (.001) per share, provided, such dividend shall only be payable on the Preferred Stock-Series A if and to the extent a dividend in an equal or greater amount is declared and paid to the holders of Common Stock of the Corporation.

(c) Liquidation. Upon a liquidation of the Corporation, the holders of Preferred Stock-Series A shall be entitled to receive a preferred distribution equal to One Tenth Cent (\$.001) per share in excess of the per share amount distributable to the holders of Common Stock of the Corporation.

(d) Conversion. Holders of Preferred Stock-Series A shall have the option to convert any or all of their shares of Preferred Stock-Series A into shares of Class A Common Stock at a ration of 1:1 upon the occurrence of or in connection with any of the following events:

(i) The sale of one-third (1/3) or more of the Class A Common Stock of the Corporation outstanding (as adjusted for the Stock Split effected by this amendment) as of the date of filing of these Amended and Restated Articles of Incorporation to one or more persons or entities not then Shareholders of the Corporation as of the date of filing of these Amended and Restated Articles of Incorporation.

(ii) An initial public offering of the Corporation's Class A Common Stock.

(iii) The issuance of Class A Common Stock of the Corporation such that the total numbers of shares of Class A Common Stock outstanding after such issuance is equal to or greater than 150% of the number of shares of Class A Common Stock outstanding immediately prior to such issuance.

(iv) The sale of greater than fifty percent (50%) of the shares of the Corporation held by the ASG Voting Trust as of the date of filing of these Amended and Restated Articles of Incorporation to one or more persons or entities not then Shareholders of the Corporation as of the date of filing of these Amended and Restated Articles of Incorporation.

(v) A merger of Corporation with or into any other entity in a transaction in which the Corporation is not the surviving entity.

B. To effectuate the Stock Split evidenced above, each share of Class A Common Stock of the Corporation presently outstanding shall be exchanged by the Corporation for 10,000 shares of the new Class A Common Stock and cancelled. Each share of Class B Common Stock of the Corporation presently outstanding shall be exchanged by the Corporation for 10,000 shares of the new Class B Common Stock. Each share of Preferred Stock-Series A outstanding shall be exchanged by the Corporation for 10,000 shares of the new Preferred Stock-Series A.

6. The foregoing Amendment was adopted by the stockholders and directors of the Corporation on June 17, 2003.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 24th day of February, 2004.

ALPHASTAFF GROUP, INC.

Attested:

By: Jay Starkman
Jay Starkman, its Secretary

By: Jay Starkman
Jay Starkman, its President

STATE OF FLORIDA)
)
COUNTY OF Palm Beach)

The foregoing instrument was acknowledged before me this 24th day of February, 2004, by Jay Starkman, President and Secretary of AlphaStaff Group, Inc., who is personally known to me or who has produced _____ as identification.

WITNESS my hand and seal this 24th day of February, 2004.

Aileen Perdomo
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:

[SEAL]

