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ALPHASTAFF GROUP, INC.

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ARTICLES OF AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF ALPHASTAFF GROUP, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, ALPHASTAFF GROUP, INC., a Florida corporation (the "Corporation"), hereby adopts the following amendment to its Amended and Restated Articles of Incorporation: .

The introductory paragraph of Section 3 (d) of Article VI of the Amended and Restated Articles of Incorporation of the Corporation is hereby replaced in its entirety to read as follows:

3. Preferred Stock-Series A.

"(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 ratio of 1:1, immediately preceding the occurrence of any of the following events:........."

The foregoing amendment was adopted by the shareholders of the Corporation on the 8th day of October 2007. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation has executed these Articles of Amendment this 8th day of October 2007.

, ALPHASTAFF GROUP, INC.

By: Jay Starkman
Title: President and Secretary

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