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NEW FILINGS	
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	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

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OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/
Foreign
 Limited Partnership
Reinstatement
Trademark
Other

Amend

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Examiner's Initials	

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF PROFESSIONAL EMPLOYER SERVICES, IN

FILED
99 MAY -3 PM 12: 23

The following Article of the Articles of Incorporation of PROFESSIONAL EMPLOYER SERVICES, INC. (the "Corporation") is hereby amended to read as follows:

"<u>ARTICLE III</u> CAPITAL STOCK

The total number of shares which the Corporation shall have the authority to issue is 100 shares of voting common stock, with no par value, and 50 shares of non-voting common stock, with no par value."

The foregoing Amendment was adopted by the written action and consent of all the Directors and Shareholders of the Corporation with voting rights as of April 28, 1999.

This Amendment shall be effective upon filing with the Secretary of State.

IN WITNESS WHEREOF the undersigned President of this corporation has executed these Articles of Amendment this 29 day of 1999.

PROFESSIONAL EMPLOYER SERVICES, INC.

Marshall Glass, President