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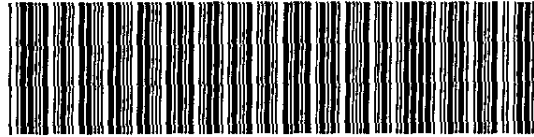
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HOLCOMB & MAYTS, P.A.

Attorneys And Counselors at Law
106 S. TAMPANIA AVE., STE 200
TAMPA, FLORIDA 33609
Phone: (813) 874-8800
Fax: (813) 874-8700

VICTOR W. HOLCOMB

ANDREW J. MAYTS, JR.

November 24, 2004

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: MGR Leasing Group I, II, III, and IV, Inc.

To Whom It May Concern:

Enclosed herewith please find the original and one copy of the Articles of Amendment to the Articles of Incorporation of MGR Leasing Group I, II, III, and IV, Inc. Please appropriately file and record the original Articles of Amendment and use the extra copy to return to the undersigned as a certified copy.

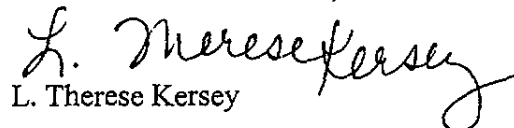
Also enclosed is our firm check in the amount of \$175.00, which represents the following:

Filing Fee	\$35.00 each Amendment
Certified Copy	<u>8.75 each Amendment</u>
TOTAL	\$43.75 each Amendment

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

HOLCOMB & DECORT, P.A.


L. Therese Kersey

/tk
Enclosures

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
M R G LEASING GROUP, INC.

The following Article of the Articles of Incorporation of M R G LEASING GROUP, INC.
hereby amended to read as follows:

"ARTICLE I

CORPORATE NAME

The name of the Corporation shall be: PROFESSIONAL EMPLOYER PLANS
VII, INC."

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 September 20, 2004.

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 30 day of September, 2004.

PROFESSIONAL EMPLOYER PLANS, INC.

By: Steve Harper
Steve Harper, President

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TALLAHASSEE, FLORIDA