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May 3, 2001

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

RE: Professional Employer Plans, Inc.
     Professional Employer Plans II, Inc.
     Professional Employer Services, Inc.

100004139391---8
-05/07/01--01111--003
*****43.75 *****43.75

To Whom It May Concern:

Enclosed herewith please find the original and one copy of the Articles of Amendment to Articles of Incorporation of the three (3) above referenced corporations. Please file and record the original Articles of Amendment and use the extra copies to return to the undersigned as a certified copy.

Also enclosed are three firm checks, each in the amount of $43.75, which represents the filing fee and certified copies.

Upon filing the Articles of Amendment, please return the certified copies back to this office as soon as possible.

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

Very truly yours,

HOLCOMB & DECORT, P.A.

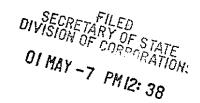Nicole Lodato, Secretary to
Victor W. Holcomb

/nml
Enclosures

Amend.

V. SHEPARD MAY 1 7 2001

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
PROFESSIONAL EMPLOYER PLANS II, INC.

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

"ARTICLE XI
AUTHORIZED STOCK

8,000 shares voting common.
2,000 shares non-voting common."

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 25, 2001.

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 25 day of April, 2001.

PROFESSIONAL EMPLOYER PLANS II, INC.

By: _____
Marshall Glass, President