

HOLCOMB & DECORT, P.A.
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January 16, 1998

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

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*****87.50 *****87.50

RE: Karl's Restaurant, 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 Karl's Restaurant, 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 \$87.50, which represents the following:

Filing Fee	\$ 35.00
Certified Copy	<u>52.50</u>
TOTAL	\$ 87.50

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

Very truly yours,

HOLCOMB & DECORT, P.A.

Nicole Lodato
Nicole Lodato, Secretary to
Victor W. Holcomb

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

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Enclosures

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**Cert copy*
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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
KARL'S RESTAURANT, INC.

The following Article of the Articles of Incorporation of KARL'S RESTAURANT, INC. is hereby amended to read as follows:

"ARTICLE I

CORPORATE NAME

The name of the Corporation shall be: PROFESSIONAL EMPLOYER SERVICES, 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 January 19, 1998.

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 21 day of January, 1998.

KARL'S RESTAURANT, INC.

By: Marshall Glass
President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Marshall Glass, known to me and known to be the person described in the above and foregoing Articles of Amendment to the Articles of Incorporation as the President of Karl's Restaurant, Inc., and he acknowledged before

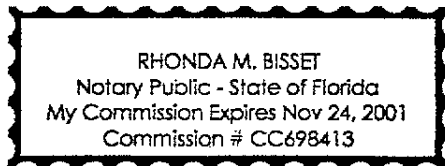
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

Witness my hand and seal this 21 day of January, 1998.

My Commission Expires:



Rhonda M. Bisset
NOTARY PUBLIC