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May 17, 1999

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

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

To Whom It May Concern:

Enclosed herewith please find the original and one copy of the Articles of Amendments to the Articles of Incorporation of the above corporations. Please appropriately file and record the original Articles of Amendments and use the extra copies to return to the undersigned as a certified copy.

Also enclosed are two firm checks each in the amount of \$43.75, which represents the following:

| | | |
|----------------|----------|-----------------------|
| Filing Fee | \$ 35.00 | 900002880579-5 |
| Certified Copy | 8.75 | -05/20/99-01009-006 |
| TOTAL | \$ 43.75 | *****43.75 *****43.75 |

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

/nml

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 20 AM 11:26

FILED

Amend
WFT 5-26-99

FILED

99 MAY 20 AM 11:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
PROFESSIONAL EMPLOYER SERVICES, INC.

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

"ARTICLE III
CAPITAL STOCK

The total number of shares which the Corporation shall have the authority to issue is 400 shares of voting common stock, with no par value, and 200 shares of non-voting common stock, with no par value."

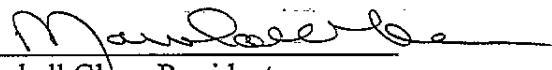
The foregoing Amendment was adopted by the written action and consent of all the Directors and Shareholders of the Corporation with voting rights as of May 14, 1999.

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 17 day of May, 1999.

PROFESSIONAL EMPLOYER SERVICES, INC.

By:


Marshall Glass, President