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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 MAY -7 PM 12:44

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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.

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-05/07/01--01111--004  
\*\*\*\*\*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 17 2001

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

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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 8,000 shares of voting common stock, with no par value, and 2,000 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 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 SERVICES, INC.

By:   
Marshall Glass, President