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*Amendment*  
*2/1/06*  
*DC*

**HOLCOMB & MAYTS, P.L.**

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VICTOR W. HOLCOMB  
ANDREW J. MAYTS, JR.  
BRIAN A. LEUNG

43.75  
each

January 25, 2006

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

RE: Professional Employer Services, Inc., Professional Employer Plans VIII, Inc., Professional Employer Plans VII, Inc., Professional Employer Plans IX, Inc., Staff Management Solutions V, Inc., Staff Management Solutions IV, Inc., Professional Employer Plans VI, Inc., Staff Management Solutions III, Inc., Staff Management Solutions II, Inc., Staff Management Solutions, Inc., Advantage Employer Solutions III, Inc., Advantage Employer Solutions IV, Inc., Advantage Employer Solutions V, Inc., Advantage Employer Solutions II, Inc., and Advantage Employer Solutions, Inc.

To Whom It May Concern:

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

Also enclosed is a check in the amount of \$700.00, which represents the filing fee and certified copy fee for each of the 16 companies.

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

Very truly yours,

HOLCOMB & MAYTS, P.L.

  
Nicole Lodato, Secretary to  
Victor W. Holcomb

/nml  
Enclosures

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 100 shares of 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 October 27, 2005.

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 October, 2005.

PROFESSIONAL EMPLOYER SERVICES, INC.

By: Steve Harper  
Steve Harper, President

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