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July ⁷/₈, 1999

Via Federal Express

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
JUL -8 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Re: Filing of Articles of Amendment to the Articles of Incorporation of
PAYROLL MANAGEMENT SERVICES, INC. OF SOUTHWEST FLORIDA**

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Amendment to the Articles of Incorporation for PAYROLL MANAGEMENT SERVICES, INC. OF SOUTHWEST FLORIDA. Also enclosed is our check in the amount of \$35.00 to cover the cost of the filing. Please file the original of the Articles of Amendment, stamp the date of filing on the copy and return the copy to me via Federal Express using the provided airbill and package a.s.a.p.

If you have any questions or if there are any problems, please do not hesitate to contact me.

Sincerely,

K. DiTanna

Kevin DiTanna

500002926475--6
-07/08/99-01072-002
*****35.00 *****35.00

KAD/pns

Enclosures:

1. Original Articles of Amendment to the Articles of Incorporation
2. Check in the amount of \$35.00
3. Copy of Articles for return
4. Federal Express Package/Airbill

Amend

T. LEWIS JUL 14 1999

ARTICLES OF AMENDMENT

to the

ARTICLES OF INCORPORATION

of

PAYROLL MANAGEMENT SERVICES, INC. OF SOUTHWEST FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W I T N E S S E T H:

WHEREAS, PAYROLL MANAGEMENT SERVICES, INC. OF SOUTHWEST FLORIDA ("Corporation") is a Florida corporation, validly formed by filing its Articles of Incorporation on September 8, 1989; and

WHEREAS, the Corporation amended its Articles of Incorporation on December 18, 1989, to change its name from PAYROLL MANAGEMENT SERVICES, INC. to SMALL BUSINESS MANAGEMENT SERVICES, INC.; and

WHEREAS, the Corporation amended its Articles of Incorporation on March 10, 1992, to change its name from SMALL BUSINESS MANAGEMENT SERVICES, INC. to PAYROLL MANAGEMENT SERVICES, INC. OF SOUTHWEST FLORIDA; and

WHEREAS, the Corporation desires to amend its Articles of Incorporation, as permitted by Article III, page one (1) of its Articles of Incorporation, to change the Corporation's name to LOCAL/EXPRESS PAYROLL, INC., and to make other changes as described herein.

NOW THEREFORE, the Corporation's Articles of Incorporation are amended as follows:

1. Article I is amended to read:

"The name of the Corporation shall be: LOCAL/EXPRESS PAYROLL, INC. The principal place of business of this Corporation shall be: 14341 Harbour Links Court, Unit C, Fort Myers, Florida 33908, but the Corporation shall have the power to establish branch offices and other places of business at such other places within or outside of the State of Florida as may be determined and deemed expedient by the Directors."


2. Article X shall read, "The name and address of the Registered Agent of the Corporation is:


Judith Schafft
14341 Harbour Links Court, Unit C
Fort Myers, Florida 33908

WHEREFORE, This Amendment to the Articles of Incorporation was adopted by the Corporation's Board of Directors and approved by the unanimous consent of the shareholders of the corporation at a Joint Meeting of the Shareholders and Directors and held on the 29 day of June, 1999.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Amendment this 29 day of June, 1999.

[SEAL]


Judith Schafft, Secretary


Judith Schafft, President

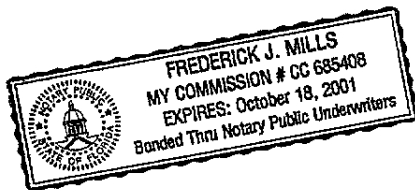
STATE OF FLORIDA

COUNTY OF

Hillsborough

SWORN TO AND SUBSCRIBED before me this 29 day of June, 1999

Frederick J. Mills



Print Name: Frederick J. Mills
NOTARY PUBLIC, STATE OF FLORIDA
My Commission No. is:
My Commission Expires:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Judith Schafft
Judith Schafft