

TODD A. STERZOY
Holland and Knight

(Requestor's Name)

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(Address)

Tallahassee, Florida 32302

(City, State, Zip)

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425-5625

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96 DEC 20 AM 10:57
DIVISION OF CORPORATION

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-12/20/96-01053-002
****280.00 *****87.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. TEAMSTAFF USA INC
(Corporation Name)

(Document #)

2. _____
(Corporation Name)

(Document #)

3. _____
(Corporation Name)

(Document #)

4. _____
(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time

1:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N. HENDRICKS DEC 20 1996

Examiner's Initials

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
TEAMSTAFF U.S.A., INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, TeamStaff U.S.A., Inc. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is:

TeamStaff U.S.A., Inc.

SECOND: Article Five of the Articles of Incorporation shall be amended in its entirety to read as follows:

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is twenty thousand, of which ten thousand shares, par value \$1.00 per share, shall be of a class designated as "Common Stock" and ten thousand shares, par value \$1.00 per share, shall be of a class designated as "Preferred Stock." The consideration for the issuance of shares of said stock may be paid in any manner permitted by the laws of the State of Florida.

Each share of Common Stock shall entitle the holder thereof to one vote at every annual or special meeting of the shareholders of the Company. There shall be no cumulative voting of the Common Stock of the Company.

Shares of Preferred Stock may be issued from time to time, in one or more series, with such designations, assigned values, preferences and relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors from time to time, pursuant to the authority herein given, a copy of which resolution or resolutions shall have been set forth in a certificate made, executed, acknowledged, filed and recorded in the manner required by the laws of the State of Florida in order to make the same effective. Each series shall consist of such number of shares as shall be stated and expressed in such resolution or resolutions providing for the issuance of the stock of such series. All shares of any one series of Preferred Stock shall be alike in every particular.

THIRD: The amendment was duly adopted by the directors and shareholders of the Corporation on December 19, 1996.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOURTH: The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, these Articles of Amendment have been executed as of December 19, 1996.



Kirk A. Scoggins, President

TPA2-3934005