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NEW FILINGS	AMENDMENTS	
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NonProfit	Resignation of R.A., Officer/ Director	
Limited Liability	Change of Registered Agent	
Domestication	Dissolution/Withdrawal	
Other	Merger "N	- 3
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF THE TEAMSTAFF COMPANIES, INC.

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

FIRST: The name of the Corporation is:

The TeamStaff Companies, Inc.

SECOND: The first paragraph of 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 sixty thousand, of which fifty 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."

THIRD: The amendment was duly adopted by the Board of Directors and shareholders of the Corporation on April _7, 1997.

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

IN WITNESS WHEREOF, these Articles of Amendment have been executed as of April 2, 1997.

Kirle A. Scoggins, President

TPA2-417499