

L53108

## Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

## BASIC AMENDMENT

CERTIFIED PROFESSIONAL EMPLOYER ORGANIZATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

AMEND  
REC 7/30  
(3)

JULY 29, 2002

CERTIFIED PROFESSIONAL EMPLOYER ORGANIZATION, INC.  
5401 CENTRAL AVENUE  
SAINT PETERSBURG, FL 33710US

SUBJECT: CERTIFIED PROFESSIONAL EMPLOYER ORGANIZATION, INC.  
REF: L53108

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THE DOCUMENT MUST BE SIGNED BY THE CHAIRMAN, ANY VICE CHAIRMAN OF THE BOARD OF DIRECTORS, ITS PRESIDENT, OR ANOTHER OF ITS OFFICERS.

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KAREN GIBSON  
CORPORATE SPECIALIST

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CERTIFIED PROFESSIONAL EMPLOYER ORGANIZATION, INC.

1. The name of this corporation is Certified Professional Employer Organization, Inc. (the "Corporation").
2. Article IV of the Articles of Incorporation of the Corporation is amended to read as follows:

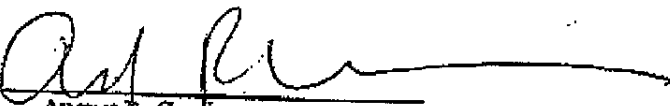
Article IV

Capitalization: The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of common stock having a par value of \$.01 per share. Such shares of common stock is divided into two classes: Eight hundred thousand (800,000) shares of Class A voting common stock and two hundred thousand (200,000) shares of Class B non-voting common stock. Other than for voting purposes, the Class A and Class B shares of common stock will be identical in all respects.

3. The Amendment was approved by the board of directors and holders of all of the outstanding shares of common stock on July 15, 2002, which is the only group of the Corporation shareholders entitled to vote on the Amendment and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, Certified Professional Employer Organization, Inc. has caused these Articles of Amendment to be executed on this 15th day of July 2002.

CERTIFIED PROFESSIONAL EMPLOYER  
ORGANIZATION, INC.

By   
August R. Curcio, President

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