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FIRST sent in
BASIC AMENDMENT

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CERTIFIED PROFESSIONAL EMPLOYER ORGANIZATION, INC.

Certificate of Status	0
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AMEND
8/26/02
8/26

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

Note: This Amendment is being filed to correct typographical errors appearing in the Articles of Amendment filed on July 30, 2002.

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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: Six hundred thousand (600,000) shares of Class A voting common stock and Four hundred thousand (400,000) 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