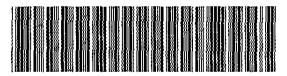
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Articles of Amendment to Articles of Incorporation of

PROGRESSIVE STAFFING V, INC.

(for-profit corporation)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida corporation, Progressive Staffing V, Inc., (the "Corporation"), adopts the following articles of amendment to its articles of incorporation:

FIRST: Article I of the Articles of Incorporation shall be amended to read:

The name of the corporation shall be Progressive Employer Services III, Inc.

SECOND: Article III of the Articles of Incorporation shall be amended to read:

The principal office of the Corporation is 7560 Commerce Court, Sarasota, Florida 34243.

THIRD: The date of the foregoing amendment's adoption is October 22, 2003.

FOURTH: The foregoing amendment was approved by a unanimous vote of the shareholders and directors.

Signed this 21/h day of October, 2002.

By: Steven F. Herrig, President/Director