

PO/000012805

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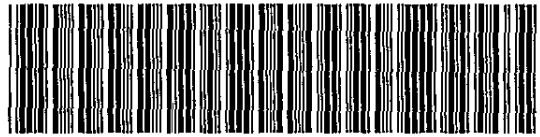
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FILED  
04 OCT 26 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend & N.C.*

G. Castellon NOV 04 2004

OFFICES OF  
**WM. ROD MITCHELL, P.A.**  
ATTORNEY AT LAW

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Rod Mitchell

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October 22, 2004

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Jeffrey L Turner, P.A.  
Document Number P01000012805

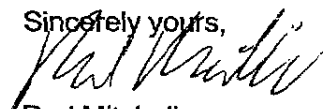
Dear Sir or Madam:

Enclosed are Articles of Amendment to the Articles of Incorporation of the above corporation, together with a check for \$35.00. These amended Articles of Incorporation are intended to replace the original Articles of Incorporation, and to accomplish the following, among other things:

1. Convert the corporation from a professional corporation to a general corporation;
2. Change the corporation's name;
3. Change the registered office and principal address of the corporation;
4. Change the registered agent for the corporation (an Acceptance of Designation for the new registered agent is also enclosed);
5. Appoint new officers; and
6. Provide for the resignation of Jeffrey L Turner as an existing officer, director and registered agent of the corporation.

For further information on this matter, please call me at the above number. Please return the acknowledgement or any other written correspondence to me at the above mailing address.

Sincerely yours,



Rod Mitchell

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
JEFFREY L TURNER, P.A.**

FILED  
04 OCT 26 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Document Number P01000012805

Pursuant to the provisions of section 607.1006, Florida Statutes, Jeffrey L Turner, P.A. hereby adopts the following amendments to the corporation's original Articles of Incorporation, which shall replace in their entirety the corporation's original Articles of Incorporation and shall serve to change the name of this corporation, to read as follows:

**I. NAME**

The name of the Corporation is hereby changed to ALLSTATES EMPLOYER SERVICES III, INC., and the corporation shall hereafter be known by this name.

**II. PURPOSE**

The purpose for which the Corporation is organized is to pursue any undertaking lawfully allowed under Florida law, and this corporation is hereby converted from a professional association governed by chapter 621, Florida Statutes, to a for profit corporation governed by chapter 607, Florida Statutes, and not by chapter 621, Florida Statutes.

**III. DURATION**

The term of existence of the Corporation is perpetual.

**IV. CAPITAL STOCK**

The number of shares the Corporation is authorized to issue is 10,000, all of which shall be common shares.

**V. REGISTERED OFFICE**

The street address of the Corporation's registered office in this State is 672 Brent Lane Pensacola FL 32503. The registered agent at the registered office is Diane L. Gregory.

**VI. PRINCIPAL OFFICE**

The street and mailing address of the principal office of the Corporation is 672 Brent Lane Pensacola, Escambia County, Florida 32503.

## VII. OFFICERS

The names and post office addresses of the officers are the following:

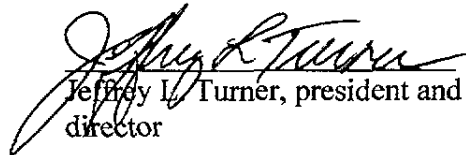
Name	Address
Diane L. Gregory, President and Secretary	672 Brent Lane Pensacola FL 32503
Richard Gregory, Vice-President	672 Brent Lane Pensacola FL 32503
Robert Kimball, Vice-President	672 Brent Lane Pensacola FL 32503
Pam Kimball, Vice-President	672 Brent Lane Pensacola FL 32503

These Articles of Amendment are adopted and shall take effect on October 22, 2004.

Jeffrey L. Turner hereby resigns as an officer, director and registered agent effective upon the acceptance for filing of these Articles of Amendment by the Secretary of State, and the persons named in these Articles of Amendment shall thereafter hold the positions indicated with respect to this corporation.

These Articles of Amendment were approved by the shareholders. The number of votes cast for the Articles of Amendment by the shareholders were sufficient for approval.

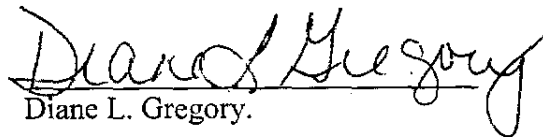
These Articles of Amendment to Articles of Incorporation are signed on this 22 day of OCTOBER, 2004.

  
Jeffrey L. Turner, president and  
director

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

I, the undersigned, being the person named as the Registered Agent of ALLSTATES EMPLOYER SERVICES III, INC., a Florida corporation, hereby certify that I agree to comply with the provisions in Florida Statutes Section 607.0505 and all other statutes relative to the proper and complete performance of my duties, and I am familiar with and hereby accept the appointment of Registered Agent and hereby accept said obligations.

Dated this 21 day of OCTOBER, 2004.

  
Diane L. Gregory.

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 21 day of OCTOBER, 2004, by Diane L. Gregory, who is personally known to me or who produced \_\_\_\_\_ as identification and who did take an oath.

  
NOTARY PUBLIC



ROBIN L. PLUNKETT  
MY COMMISSION # CC 897575  
EXPIRES: February 9, 2005  
Bonded Thru Budget Notary Services