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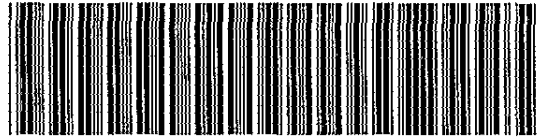
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Amendment

2/1/06

DC

HOLCOMB & MAYTS, P.L.

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BRIAN A. LEUNG

43.75
each

January 25, 2006

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Professional Employer Services, Inc., Professional Employer Plans VIII, Inc., Professional Employer Plans VII, Inc., Professional Employer Plans IX, Inc., Staff Management Solutions V, Inc., Staff Management Solutions IV, Inc., Professional Employer Plans VI, Inc., Staff Management Solutions III, Inc., Staff Management Solutions II, Inc., Staff Management Solutions, Inc., Advantage Employer Solutions III, Inc., Advantage Employer Solutions IV, Inc., Advantage Employer Solutions V, Inc., Advantage Employer Solutions II, Inc., and Advantage Employer Solutions, Inc.

To Whom It May Concern:


Enclosed herewith please find the original and one copy of the Articles of Amendment for the above referenced corporations. Please file and record the original Articles and use the extra copies to return to the undersigned as a certified copy.

Also enclosed is a check in the amount of \$700.00, which represents the filing fee and certified copy fee for each of the 16 companies.

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

HOLCOMB & MAYTS, P.L.


Nicole Lodato, Secretary to
Victor W. Holcomb

/nml
Enclosures

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
PROFESSIONAL EMPLOYER PLANS XI, INC.

The following Article of the Articles of Incorporation of PROFESSIONAL EMPLOYER PLANS XI, INC. (the "Corporation") is hereby amended to read as follows:

"ARTICLE IV
CAPITAL STOCK

The capital stock of the corporation shall be divided into 100 shares of common stock, and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property or in labor or services, at the valuation to be fixed by the incorporator or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable."

The foregoing Amendment was adopted by the written action and consent of all the Directors and Shareholders of the Corporation with voting rights as of October 27, 2005.

This Amendment shall be effective upon filing with the Secretary of State.

IN WITNESS WHEREOF the undersigned President of this corporation has executed these Articles of Amendment this 27 day of October, 2005.

PROFESSIONAL EMPLOYER PLANS XI, INC.

By: Steve Harper
Steve Harper, President

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