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September 27, 2000

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-10/02/00--01108--016
*****43.75 *****43.75

Re: ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
STAFF PAYROLL OF PENSACOLA, INC.
DOCUMENT #P4000060567

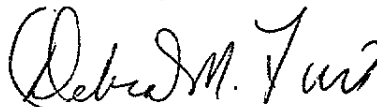
Dear Sirs:

Please find enclosed an original and one copy each of the Articles of Amendment. Also enclosed is my check to cover the following expenses:

Filing Fee	\$35.00
Certified Copy	<u>8.75</u>
	\$43.75

Thank you for your assistance in this matter.

Yours very truly,




Debra M. Turi, Secretary to
Karl W. Boyles, Jr., Esquire

dmt
Enclosures

FILED
SECRETARY OF CORPORATION
DIVISION OF
00 OCT -2 PM 5:34

Amend
10/6/00

KR 

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT -2 PM 5:34

STAFF PAYROLL OF PENSACOLA, INC.

FIRST: The following provisions of the Articles of Incorporation of STAFF PAYROLL OF PENSACOLA, INC., a Florida corporation, filed in Tallahassee on August 15, 1994, by and they hereby are amended in the following particulars:

Article III: CAPITAL STOCK be and it hereby is amended to read as follows:

"This corporation is authorized to issue 100,000 shares of One Cent (.01 cent) par value common stock."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: **The sole Shareholder will exchange 1000 shares of the corporation for 100,000 new shares.**

THIRD: The date of each amendment's adoption: **September 28, 2000**

FOURTH: Adoption of Amendment(s) (**CHECK ONE**)

 X The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

 The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
voting group

 The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

 The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 28th day of September, 2000.

Signature Irene E. Baldi

(By the Chairman or Vice Chairman of the Board of Directors, Presidents or other officer if adopted by the shareholders)

OR

(By a director if adopted by the editors)

OR

(By an incorporator if adopted by the incorporators)

IRENE E. BALDI PRESIDENT
Printed Name Title

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before the subscriber, duly commissioned, qualified and acting as Notary Public in and for said state and County, personally appeared IRENE E. BALDI, personally known to me, who did not take an oath, and known to me to be the individual described by said name in and who executed the foregoing instrument and acknowledged that she executed the same for the purposes therein set forth.

Given under my hand and official seal this 28th day of September, 2000.

Debra M. Turi
NOTARY PUBLIC

