



P94000083330

ACCOUNT NO. : 072100000032

REFERENCE : 163170 7182592

AUTHORIZATION

Patricia Pigeto

COST LIMIT : \$ 43.75

FILED
01 MAY 24 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 24, 2001

ORDER TIME : 3:57 PM

ORDER NO. : 163170-005

CUSTOMER NO: 7182592

CUSTOMER: Natalee Herrig, Esq.
Natalee Herrig, Esq.
7150 Rustic Acres

Sarasota, FL 34241

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY 24 PM 4:41
TO ADDITIONAL
SUFFICIENCY OF FILING

DOMESTIC AMENDMENT FILING

NAME: ELITE EMPLOYER SERVICES, INC.

EFFECTIVE DATE:

100004316391--3

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

GOULLETTE MAY 24 2001

CONTACT PERSON: Sandra Mathis -- EXT# 1165

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
ELITE EMPLOYER SERVICES, INC.**

FILED
01 MAY 24 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

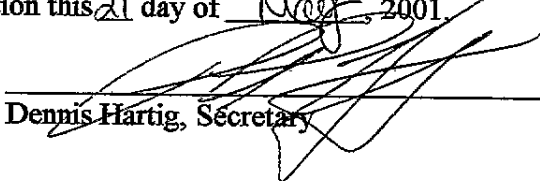
Pursuant to Florida Statute, Chapter 607, the Articles of Incorporation of the above-named corporation (the "Corporation") are hereby amended pursuant to a meeting of the stockholders and directors of the Corporation dated the 18 day of May, 2001, as follows:

1. The name of the corporation is ELITE EMPLOYER SERVICES, INC., a Florida corporation.
2. Article IV of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE IV - CAPITAL STOCK.

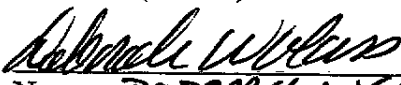
1. The corporation is authorized to issue ONE MILLION shares (1,000,000) of \$1.00 (one dollar) par value Common Stock, which shall be designated "Common Shares".
3. These Articles of Amendment to the Articles of Incorporation of the Corporation were adopted by all of the stockholders and all of the directors of the Corporation on the 18 day of May, 2001, and are effective as of 5:00 P.M. on that date.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of the Corporation this 21 day of May, 2001.


Dennis Hartig, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 22nd day of May, 2001, by Dennis Hartig, Secretary of ELITE EMPLOYER SERVICES, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced personally known as identification and who did (did not) take an oath.


Name: DEBORAH W. GLASS
Notary Public

My Commission Expires:
C:\leasing\2ndstock.aoa

