

P940000 83330

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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2002 MAY 17 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Elite Employer Services, Inc.

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

RECEIVED
02 MAY 17 PM 2:43
DIVISION OF CERTIFICATION

N-C.

C. Coulliette MAY 17 2002

Signature

Requested by:

Name SX Date 5/17/02 Time 12:10

Walk-In Will Pick Up

Articles of Amendment
to
Articles of Incorporation
of

ELITE EMPLOYER SERVICES, INC.
(for-profit corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida corporation, Elite Employer Services, Inc., bearing document number P94000083330, (the "Corporation"), adopts the following Articles of Amendment to its restated Articles of Incorporation, which were filed on February 13, 2002:

FIRST: Article I of the Corporation's restated Articles of Incorporation shall be amended to read:

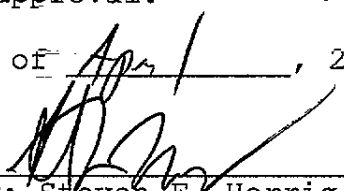
ARTICLE I - NAME

The name of the corporation ("Corporation") shall be Progressive Employer Services II, Inc.

SECOND: These Articles of Amendment are to be effective on June 1, 2002.

THIRD: These Articles of Amendment were adopted on April 17, 2002, by the board of directors and shareholders of the Corporation. The number of votes cast for these Articles of Amendment was sufficient for approval.

Signed this 18th day of April, 2002.


By: Steven F. Herriq
Title: Vice President