

P95000016457

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November 13, 2000

Florida Department of State  
DIVISION OF CORPORATIONS  
Post Office Box 6327  
Tallahassee, Florida 32314

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-11/16/00--01077--006  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Core Employer Services, Inc.  
Document No.: P95000016457

**TO WHOM IT MAY CONCERN:**

Enclosed are duplicate original Amendment to Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$43.75 to cover filing fees in the amount of \$35.00 and the cost for a certified copy in the amount of \$8.75.

If the Articles of Amendment are in order, would you please cause the certified copy to be returned to the attention of the undersigned.

Thank you for your assistance and cooperation.

Very truly yours,

POWELL, CARNEY, HAYES & SILVERSTEIN, P.A.

James N. Powell

JNP/lj

Enclosures: a/s

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

all 11-28  
amend

**ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
CORE EMPLOYER SERVICES, INC.**

The Articles of Incorporation of **CORE EMPLOYER SERVICES, INC.**, a Florida corporation (the "Corporation") are hereby amended as follows:

1. The Articles of Incorporation are amended by the addition of Article XI as follows:

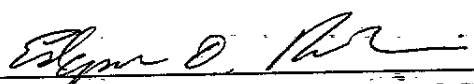
**"ARTICLE XI  
"Preemptive Rights**

"Each shareholder of the Corporation shall have the first right to purchase shares of the Corporation of the same class, kind or series as that which the shareholder already holds that may from time to time be issued by the Corporation, whether or not presently authorized, including shares from the treasury of the Corporation, in the same ratio as the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. A shareholder may waive his or her preemptive rights. A waiver evidenced by a writing is irrevocable even though it is not supported by consideration. Preemptive right shall be deemed waived by any shareholder who does not exercise his or her preemptive rights and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issuance of shares and inviting him or her to exercise his or her preemptive rights."

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2. The foregoing amendment was approved by the shareholders and was adopted by a unanimous vote of the shareholders and ratified by a unanimous vote of the Shareholders and Directors of the Corporation on the 13<sup>th</sup> day of October, 2000.

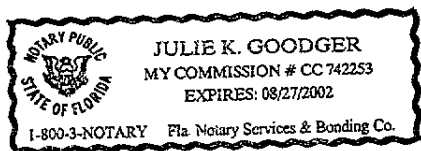
IN WITNESS WHEREOF, the undersigned as President and Secretary of the Corporation have executed these Articles of Amendment this 30<sup>th</sup> day of October, 2000.

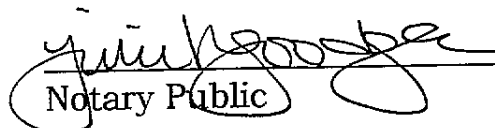
  
Edgar O. Rawls, President and Secretary

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of October, 2000 by **EDGAR O. RAWLS**, as President and Secretary of **CORE EMPLOYER SERVICES, INC.**, a Florida corporation, on behalf of the corporation. He ☒ is personally known to me, or produced ☐ a valid Florida driver's license or ☐ \_\_\_\_\_ as identification.

My Commission Expires:



  
Notary Public (SEAL)

JULIE K. Goodger  
(Legibly print name of Notary on this line)