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BASIC AMENDMENT  
EMPLOYER PROFESSIONAL SERVICES, INC.

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Amendment  
7/29/04

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

Pursuant to Section 607.1003 of the Florida Business Corporation Act, the undersigned President of Employer Professional Services, Inc., a Florida corporation (the "Corporation"), hereby executes and submits for filing with the Department of State, State of Florida these Articles of Amendment to the Articles of Incorporation, to read as follows:

ARTICLE SIX

The number of directors constituting the initial Board of Directors of the corporation is four (4) and the names and addresses of each person who is to serve as a director is:

Philip E. Morgaman  
1600 West Commercial Blvd.  
Fort Lauderdale, FL 33309

Jesse P. Gaddis  
221 West Oakland Blvd.  
Fort Lauderdale, FL 33311

William D. Spruce  
1600 West Commercial Blvd.  
Fort Lauderdale, FL 33309

Matthew J. O'Connor  
7000 West Palmetto Park Road  
Boca Raton, FL 33433

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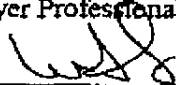
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The above amendment to Article Six was adopted by the directors and sole shareholder of the Corporation on June 27, 2004.

The number of votes cast by the sole shareholder for the amendment to Article Six was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President has executed these Articles of Amendment this 29 day of June, 2004.

Employer Professional Services, Inc.

By:   
\_\_\_\_\_  
William D. Spruce  
President

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