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August 12, 1999

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

FILED  
99 AUG 16 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: Paint Crafters, Inc. and All Vertical Blinds, Inc.

Dear Sirs:

Enclosed herewith please find the original and one copy of the Articles of Amendment to Articles of Incorporation of Paint Crafters, Inc. and All Vertical Blinds, Inc. Please appropriately file the original Articles of Amendment and use the extra copy to return to the undersigned as a certified copy.

Also enclosed is two firm checks, each in the amount of \$43.75, which represents the following:

Filing Fee	\$35.00
Certified Copy	\$ 8.75
TOTAL	\$43.75

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-08/16/99-01096--002  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

HOLCOMB & DECORT, P.A.

*Nicole Lodato*  
Nicole Lodato, Secretary to  
Victor W. Holcomb

*Nicole authorized to  
Add name beneath  
signature*

/nml  
Enclosures

*Amend Name Change  
LFT 8-23-99*

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
ALL VERTICAL BLINDS, INC.

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The following Articles of the Articles of Incorporation of ALL VERTICAL BLINDS, INC.

are hereby amended in their entirety to read as follows:

"ARTICLE I - CORPORATE NAME

The name of the Corporation is: PROFESSIONAL EMPLOYER PLANS III, INC.

ARTICLE V - AUTHORIZED STOCK

The Corporation is authorized to issue 400 shares of voting common stock, with no par value, and 200 shares of non-voting common stock, no par value."

The foregoing Amendment was adopted by the written action and consent of all the Directors and Shareholders of the Corporation with voting rights as of August 2, 1999.

This Amendment shall be effective upon filing with the Secretary of State.

IN WITNESS WHEREOF the undersigned President of this corporation has executed these Articles of Amendment this 16<sup>th</sup> day of August, 1999.

All Vertical Blinds, Inc.

By: Marshall Glass  
President, Marshall Glass