

P96000001181

HOLCOMB & DECORT, P.A.
ATTORNEYS AND COUNSELORS AT LAW

VICTOR W. HOLCOMB
DONALD P. DECORT
ANDREW J. MAYTS, JR.

* Certified Family Mediator

106 S. TAMPANIA AVE., STE 200
TAMPA, FLORIDA 33609
Phone: (813) 874-8800
Fax: (813) 874-8700

November 16, 2001

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

RE: Professional Employer Plans III, Inc.

600004691026--5
-11/21/01--01056--008
*****43.75 *****43.75

To Whom It May Concern:

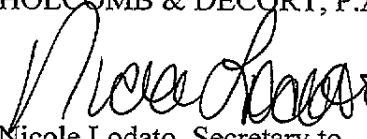
Enclosed herewith please find the original and one copy of the Articles of Amendment to Articles of Incorporation of the above referenced corporation. Please file and record the original Articles of Amendment and use the extra copies to return to the undersigned as a certified copy.

Also enclosed is our firm check in the amount of \$43.75, which represents the filing fee and certified copies.

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

Very truly yours,

HOLCOMB & DECORT, P.A.


Nicole Lodato, Secretary to
Victor W. Holcomb

FILED
01 NOV 21 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/nml
Enclosures

P96000001181
Amend *Cert Copy
11-21-01
JPY

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
PROFESSIONAL EMPLOYER PLANS III, INC.

The following Article of the Articles of Incorporation of PROFESSIONAL EMPLOYER PLANS III, INC. (the "Corporation") is hereby amended to read as follows:

"ARTICLE V - AUTHORIZED STOCK"

The Corporation is authorized to issue 8,000 shares of voting common stock, with no par value, and 2,000 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 September 1, 2001.

IN WITNESS WHEREOF the undersigned President of this corporation has executed these Articles of Amendment this 16 day of November, 2001.

PROFESSIONAL EMPLOYER PLANS III, INC.

By: 

Marshall Glass, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 21 PM 2:18

FILED