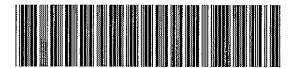
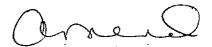
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ORDER DATE: February 5, 2003

ORDER TIME : 11:36 AM

ORDER NO. : 919976-015

CUSTOMER NO: 81011A

CUSTOMER: Ms. Nicole Lodato

Holcomb & Decort, P.a.

Suite 200

106 South Tampania Avenue

Tampa, FL 33609

DOMESTIC AMENDMENT FILING

NAME:

PROFESSIONAL EMPLOYER PLANS

III, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT ___ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 1155

EXAMINER'S INITIALS:

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

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

"ARTICLE V - AUTHORIZED STOCK

The Corporation is authorized to issue 100 shares of voting common stock, with 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 January 8, 2003.

IN WITNESS WHEREOF the undersigned President of this corporation has executed these Articles of Amendment this 31 day of January, 2003.

PROFESSIONAL EMPLOYER PLANS III, INC.

Michael Gaskin, President