

Division of Corporations

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P960000 395 26**Florida Department of State**

Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT**HAMILTON & STAFF, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

HAMILTON
KRG
427
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ARTICLES OF AMENDMENT

OF

HAMILTON & STAFF, INC.

1. Article III of the Articles of Incorporation of Hamilton & Staff, Inc., a Florida corporation, is hereby amended and replaced in its entirety to read as follows:

ARTICLE III

(a) Authorized Capital Stock. This corporation is authorized to issue 101,000 shares of common stock of par value of \$0.10 per share. One thousand (1,000) shares shall be designated as Class A Voting Common shares, and one hundred thousand (100,000) shares shall be designated as Class B Nonvoting Common shares. The preferences, limitations and relative rights of each of these classes of shares shall be identical, except for voting rights, as follows:

(i) Class A Voting Common Shares. Each holder of Class A Voting Common shares shall have one vote in respect of each share held, and the exclusive voting power with respect to the corporation shall be vested in the holders of the Class A Voting Common shares. At all meetings of voting shareholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(ii) Class B Nonvoting Common Shares. Except as otherwise expressly provided by law, the holders of Class B Nonvoting Common shares shall have no voting rights and shall not be entitled to notice of meetings of shareholders, and the exclusive voting power with respect to the corporation shall be vested in the holders of the Class A Voting Common shares.

(b) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(c) Preemptive Rights. Shareholders shall have no preemptive rights.

(d) Cumulative Voting. Cumulative voting shall not be permitted.

(e) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

2. Each share of common stock issued and outstanding as of the date hereof shall be converted into shares of Class A Voting Common stock and/or Class B Nonvoting Common stock as set forth in a Joint Written Consent in Lieu of Special Meeting of the Shareholders and Board of

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Directors, executed prior hereto, upon the filing of these Articles of Amendment with the Secretary of State, State of Florida.

3. The foregoing amendment was adopted by all of the directors and shareholders of the corporation on MARCH 15, 2001.

4. The foregoing amendment shall become effective when filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed these Articles of Amendment, this 15th day of MARCH, 2001.

(Corporate Seal)


David Beattie, President

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