

P96000071748



**International
Professional Employers**

ANCHORAGE * BOSTON * CHICAGO * DENVER * FT. LAUDERDALE / HOLLYWOOD * HOUSTON * NEW YORK * PORTLAND * SAN JOSE

Friday, January 03, 1997

Secretary of State
Division of Corporations
Amendment Section
409 East Gaines Street
Tallahassee, Florida 32399

300002051313--8
-01/08/97--01114--012
*****35.00 *****35.00

Re: Articles of Amendment to the
Articles of Incorporation for
International Professional Employers Corp.

Dear Sirs:

Enclosed herewith please find Articles of Amendment to the Articles of Incorporation for International Professional Employers Corp. along with our check in the amount of \$35.00 representing filing fees.

Thank you.


Laurie Weinlein, President

Amend
NFT

1-23-97

FILED
97 JAN -8 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Headquarters:
555 North Congress Avenue, Suite 200, Boynton Beach, Florida
33426
561-737-8117 or Fax 561-733-4001
800-550-8604

**ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION
OF INTERNATIONAL PROFESSIONAL EMPLOYERS CORP.**

THE UNDERSIGNED President of INTERNATIONAL PROFESSIONAL EMPLOYERS CORP., a natural person competent to contract, files this, its Amendment to Articles of Incorporation authorizing the Corporation to issue a second class/series of Convertible Preferred shares of stock in the Corporation (1,000,000 shares of Convertible Preferred Stock @ \$.001 par value). After due discussion, the following amendment to the Articles of Incorporation, of INTERNATIONAL PROFESSIONAL EMPLOYERS CORP., and as adopted on the 26th day of December, 1996, by Corporate Resolution at a Special Meeting of the Stockholders and Directors of the Corporation shall become effective upon the filing of these Articles of Amendment.

ARTICLE V. CAPITAL STOCK

The maximum number of shares that this Corporation is authorized to have outstanding any time is:

- A. 50,000,000 shares of common stock with a par value of \$.001.
- B. 1,000,000 shares of shares of Convertible Preferred Stock with a par value of \$.001.

IN WITNESS WHEREOF, the undersigned President has executed these Articles of Amendment to the Articles of Incorporation this 26th day of December, 1996.



LAURIE WEINLEIN, PRESIDENT

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County aforesaid, personally appeared LAURIE WEINLEIN, as President of INTERNATIONAL PROFESSIONAL EMPLOYERS CORP., a Florida corporation, () personally known by me to be the person or (X) who presented FL ID # W5452156 S610, as identification who executed the foregoing Amendment to Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 26th day of December, 1996.



NOTARY PUBLIC, STATE OF FL.



My Commission Expires:

FILED
97 JAN -8 PM 12:08
CLERK OF STATE
TREASURER, FLORIDA