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HOLCOMB & DECORT, P.A.
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VICTOR W. HOLCOMB
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May 27, 1999

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99 JUN 1 AM 8:15
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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*****43.75 *****43.75

RE: Professional Employer Plans, Inc.

To Whom It May Concern:

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

Also enclosed is my firm check in the amount of \$43.75, which represents the following:

Filing Fee	\$ 35.00
Certified Copy	8.75
TOTAL	\$ 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

/nml
Enclosures

Amend

V. SHEPARD JUN 10 1999

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

FILED
99 JUN -1 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

"ARTICLE III
CAPITAL 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 May 14, 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 27 day of May, 1999.

PROFESSIONAL EMPLOYER PLANS, INC.

By: Marshall Glass
Marshall Glass, President