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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Advantage Leasing and Staffing, Inc.
(Corporation Name) (Document #)
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<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of P.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION & QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Restatement

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**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
ADVANTAGE LEASING AND STAFFING, INC.**

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Pursuant to Section 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of ADVANTAGE LEASING AND STAFFING, INC. (the "Corporation"), are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is ADVANTAGE LEASING AND STAFFING, INC.

SECOND: That Article V, entitled Authorized Shares, is hereby amended in its entirety to read as follows:

"The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of class A common stock, with a par value of \$1.00 per share ("Class A Common"), 1,000 shares of class B common stock, with a par value of \$1.00 per share ("Class B Common"), and 1,000 shares of class C common stock, with a par value of \$1.00 per share. Except as otherwise provided below in this Article V or as otherwise required by applicable law, all shares of Class A Common, Class B Common, and Class C Common shall be identical in all respects and shall entitle the holder thereof to the same preferences, limitations, and relative rights:

1. **Voting Rights.** Except as otherwise provided in this Article V or as otherwise required by applicable law, (a) holders of Class A Common shall be entitled to one vote per share on all matters to be voted on by the stockholders of the Corporation, and (b) holders of Class B Common and Class C Common shall have no right to vote on any matter to be voted on by the stockholders of the Corporation.

2. **Dividends.** As and when dividends are declared or paid thereon, whether in cash, property or securities of the Corporation, the holders of Class A Common, the holders of Class B Common, and the holders of Class C Common shall be entitled to participate in such dividends ratably on a per share basis; provided, that (i) if dividends are declared which are payable in shares of Class A Common, Class B Common, or Class C Common then dividends shall be declared which are payable at the same rate on each such class of common stock and the dividends payable in shares of Class A Common shall be payable to holders of Class A Common, dividends payable in shares of Class B Common shall be payable to holders of Class B Common, and dividends payable in shares of Class C Common shall be payable to holders of Class C Common (ii) if the dividends consist of other voting securities of the Corporation, then the Corporation shall make available to each holder of Class B Common or Class C Common, at such holder's request, dividends consisting of non-voting securities of the Corporation which are otherwise identical to such other voting securities and which are convertible into or exchangeable for such voting securities on the same terms as Class B Common or Class C Common are convertible into Class A Common.

3. **Liquidation.** The holders of Class A Common, Class B Common, and Class C Common shall be entitled to participate ratably on a per share basis in all distributions to the holders of Common Stock in any liquidation, dissolution or winding up of the Corporation.

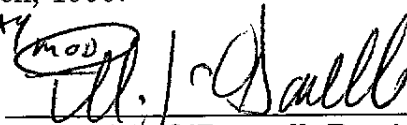
4. **Conversion of Class B Common.** At any time, each holder of Class B Common shall be entitled to convert, into the same number of shares of Class A Common, any or all shares of Class B Common then held by such holder. Each conversion of shares of Class B Common into shares of the Class A Common shall be effected by the surrender of the certificate or certificates representing the shares to be converted at the principal office of the Corporation at any time during normal business hours, together with a written notice by the holder of such Class B Common stating that such holder desires to convert the shares, or a stated number of the shares, of such Class B Common represented by such certificate or certificates into shares of Class A Common. Each conversion shall be deemed to have been effected as of the close of business on the date on which such certificate or certificates have been surrendered and such notice has been received, and at such time the rights of the holder of the converted Class B Common shall cease and the person or persons in whose name or names the certificate or certificates for shares of Class A Common are to be issued upon such conversion shall be deemed to have become the holder or holders of record of the shares of Class A Common represented thereby. Promptly after the surrender of certificates and the receipt of written notice, the Corporation shall issue and deliver in accordance with the surrendering holder's instructions (a) the certificate or certificates for the Class A Common issuable upon such conversion and (b) a certificate representing any Class B Common which was represented by the certificate or certificates delivered to the Corporation in connection with such conversion but which was not converted. All shares of Class A Common which are issuable upon the conversion of the Class B Common shall, when issued, be duly and validly issued, fully paid and nonassessable and free from all taxes, liens (other than any lien which existed in respect of the shares which were converted, immediately prior to such conversion) and charges.

5. **Stock Splits.** If the Corporation in any manner subdivides or combines the outstanding shares of one class of common stock, the outstanding shares of the other class of common stock shall be proportionately subdivided or combined in a similar manner."

THIRD: The foregoing amendment was duly adopted by the Board of Directors of the Corporation on March 21, 1999 and the sole Shareholder of the Corporation on March 21, 1999. MAY MOD

FOURTH: The number of votes cast for the amendment by the sole Shareholder of the Corporation constitutes a sufficient number of votes to approve the amendment.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has
executed this instrument this 24 day of ~~March~~, 1999.

WAX
MOD


Michael J. O'Donnell, President

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