

P99000078821

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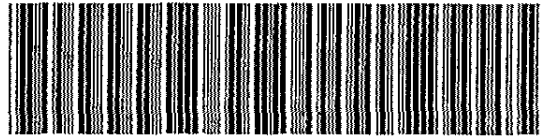
(Business Entity Name)

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TALLAHASSEE, FL 32301

01/19/05--01026--003 **35.00

Amend + N.C.

G. Coulter JAN 24 2005.

OFFICES OF
WM. ROD MITCHELL, P.A.
ATTORNEY AT LAW

Post Office Box 30056
Pensacola, Florida 32503

125 S. Alcaniz St., Suite 1
Pensacola, Florida 32502

Telephone: (850) 439-1300 • Facsimile: (850) 439-1002

Rod Mitchell

E-MAIL ADDRESS:
mitchell@gulfcoastlaw.net

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Agri-Staff, Inc.
Document Number P99000078821

Dear Sir or Madam:

Enclosed are Articles of Amendment to the Articles of Incorporation of the above corporation, together with a check for \$35.00. These amended Articles of Incorporation are intended to replace the original Articles of Incorporation, and to accomplish the following, among other things:

1. Change the corporation's name;
2. Change the registered office and principal address of the corporation;
3. Change the registered agent for the corporation (an Acceptance of Designation for the new registered agent is also enclosed);
4. Appoint new officers; and
5. Provide for the resignation of Ernest P. Norris as an existing officer, director and registered agent of the corporation and the resignation of Janice E. Norris as an existing officer and director.

For further information on this matter, please call me at the above number. Please return the acknowledgement or any other written correspondence to me at the above mailing address.

Sincerely yours,



Rod Mitchell

Cc: Holley Dixon

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
AGRI-STAFF, INC.**

Document Number P99000078821

Pursuant to the provisions of section 607.1006, Florida Statutes, Agri-Staff, Inc. hereby adopts the following amendments to the corporation's original Articles of Incorporation, which shall replace in their entirety the corporation's original Articles of Incorporation and shall serve to change the name of this corporation, to read as follows:

I. NAME

The name of the Corporation is hereby changed to ALLSTATES EMPLOYER SERVICES II, INC., and the corporation shall hereafter be known by this name.

II. PURPOSE

The purpose for which the Corporation is organized is to pursue any undertaking lawfully allowed under Florida law.

III. DURATION

The term of existence of the Corporation is perpetual.

IV. CAPITAL STOCK

The number of shares the Corporation is authorized to issue is 1,000, all of which shall be common shares.

V. REGISTERED OFFICE

The street address of the Corporation's registered office in this State is 672 Brent Lane Pensacola FL 32503. The registered agent at the registered office is Diane L. Gregory.

VI. PRINCIPAL OFFICE

The street and mailing address of the principal office of the Corporation is 672 Brent Lane Pensacola, Escambia County, Florida 32503.

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TALLAHASSEE, FLORIDA

VII. OFFICERS

The names and post office addresses of the officers are the following:

Name	Address
Diane L. Gregory, President and Secretary	672 Brent Lane Pensacola FL 32503
Richard Gregory, Vice-President	672 Brent Lane Pensacola FL 32503
Robert Kimball, Vice-President	672 Brent Lane Pensacola FL 32503
Pam Kimball, Vice-President	672 Brent Lane Pensacola FL 32503

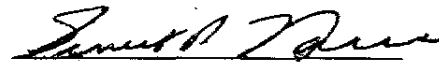
These Articles of Amendment are adopted and shall take effect on the date they are signed.


Ernest P. Norris hereby resigns as an officer, director and registered agent effective upon the acceptance for filing of these Articles of Amendment by the Secretary of State, and the persons named in these Articles of Amendment shall thereafter hold the positions indicated with respect to this corporation.

Janice E. Norris hereby resigns as an officer and director effective upon the acceptance for filing of these Articles of Amendment by the Secretary of State, and the persons named in these Articles of Amendment shall thereafter hold the positions indicated with respect to this corporation.

These Articles of Amendment were approved by the shareholders. The number of votes cast for the Articles of Amendment by the shareholders were sufficient for approval, *adopted on December 23, 2004.*

These Articles of Amendment to Articles of Incorporation are signed on this 23 day of December, 2004.


Ernest P. Norris, officer,
director, and registered agent


Janice E. Norris, officer,
director, and registered agent

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I, the undersigned, being the person named as the Registered Agent of ALLSTATES EMPLOYER SERVICES II, INC., a Florida corporation, hereby certify that I agree to comply with the provisions in Florida Statutes Section 607.0505 and all other statutes relative to the proper and complete performance of my duties, and I am familiar with and hereby accept the appointment of Registered Agent and hereby accept said obligations.

Dated this 15 day of December, 2004.

Diane L. Gregory
Diane L. Gregory.

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 15 day of December, 2004, by Diane L. Gregory, who is personally known to me or who produced _____ as identification and who did take an oath.

Robin L. Plunkett
NOTARY PUBLIC



ROBIN L. PLUNKETT
MY COMMISSION # CC 997575
EXPIRES: February 9, 2005
Bonded Thru Budget Notary Services