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**HOLCOMB & DECORT, P.A.**  
ATTORNEYS AND COUNSELORS AT LAW

VICTOR W. HOLCOMB  
DONALD P. DECORT  
ANDREW J. MAYTS, JR.

March 3, 2000

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(813) 254-7739  
Fax: (813) 254-1302

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

100003158771--9  
-03/06/00-01119-014  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

RE: Professional Employer Plans IV, Inc.

To Whom It May Concern:

Enclosed herewith please find the original and one copy of the Articles of Amendments 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.

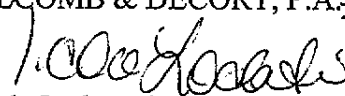
Also enclosed is our firm check in the amount of \$43.75, which represents the following:

Filing Fee	\$ 35.00
Certified Copy	<u>8.75</u>
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, Secretary to  
Victor W. Holcomb

/nml  
Enclosures

FILED  
00 MAR -6 AM 7:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

V. SHEPARD MAR 15 2000

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

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

"ARTICLE I

CORPORATE NAME

The name of the Corporation shall be: MRG GROUP, INC."

The foregoing Amendment was adopted by the written action and consent of the Directors  
and Shareholders of the Corporation with voting rights as of February 28, 2000.

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 1 day of March, 2000.

PROFESSIONAL EMPLOYER PLANS IV, INC.

By: Marshall Glass  
Marshall Glass, President

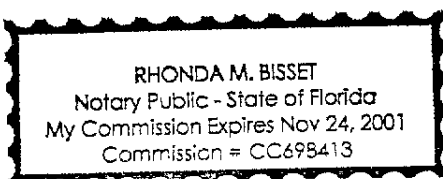
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Marshall Glass, known to me  
and known to be the person described in the above and foregoing Articles of Amendment to the  
Articles of Incorporation as the President of PROFESSIONAL EMPLOYER PLANS IV, INC., and  
he acknowledged before me that he executed the same freely and voluntarily for the uses and  
purposes therein expressed.

Witness my hand and seal this 1 day of March, 2000.

My Commission Expires:

Rhonda M. Bisset  
NOTARY PUBLIC



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00 MAR -6 AM 7:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA