

F81000002180

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BASIC AMENDMENT

THE POTOMAC GROUP & ASSOCIATES, INC.

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N.C.

C. Coulllette MAY 19 2005

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Potomac Group & Associates, Inc.
(Name of corporation)

DOCUMENT NUMBER: F01000002180

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nicole Reese

(Name of person)

Fried, Frank, Harris, Shriver & Jacobson LLP

(Name of firm/company)

1 New York Plaza

(Address)

New York, NY 10004

(City/state and zip code)

For further information concerning this matter, please call:

Nicole Reese

(Name of person)

at (212)

859-8330

(Area code & daytime telephone number)

Enclosed is a check for the following amount:

\$35.00 Filing Fee

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Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

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

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F01000002180

(Document number of corporation (if known))

1. The Potomac Group & Associates, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware
(Incorporated under laws of)
3. April 24, 2001
(Date authorized to do business in Florida)

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TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 9, 2005
5. Vance International, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

Brent A. Wegner
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Brent A. Wegner
(Typed or printed name of person signing)

May 13, 2005
(Date)

Secretary & General Counsel
(Title of person signing)

FROM CORPORATION TRUST WILM TEAM #2

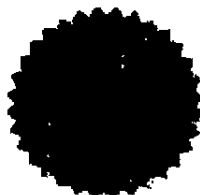
(WED) 5.18' 05 14:50/ST. 14:50/NO. 4863796642 P 2

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "THE POTOMAC GROUP & ASSOCIATES, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "VANCE INTERNATIONAL, INC.", THE NINTH DAY OF MAY, A.D. 2005, AT 10:18 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3172937 8320

050409075

AUTHENTICATION: 3888000

DATE: 05-18-05