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May 12, 1999

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

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*****35.00 *****35.00

FILED
99 MAY 17 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Amendment for Spartan Premier Staffing, Inc.
Our File No. SPTS-0

Dear Sir or Madam:

Enclosed for filing please find an original and one copy of its Articles of Amendment of Spartan Premier Staffing, Inc. together with our firm check in the amount of $35.00 for the filing fee. Please file the original Articles of Amendment and date-stamp and return the enclosed copy of the Articles.

Thank you for your assistance in this matter. Please contact me if you have any questions.

Sincerely,

J. Riddle

Jennifer D. Riddle
Legal Assistant

jdr
enclosures
cc: Robin C. Hoover
176051.1

Amended & Restated Art. & N/C

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MAY 26 1999

ARTICLES OF AMENDMENT TO AND RESTATEMENT
OF ARTICLES OF INCORPORATION
OF
SPARTAN PREMIER STAFFING, INC.

THE UNDERSIGNED, Robin C. Hoover, as Chief Executive Officer and Secretary of SPARTAN PREMIER STAFFING, INC., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby files the Corporation's Articles of Amendment to and Restatement of its Articles of Incorporation (the "Amendment") pursuant to written action taken by a majority of the holders of record of the Corporation's single class of common stock, and states that such restatement contains amendments requiring approval of a majority of the holders of the corporation's single class of capital stock and the number of such shares represented by those holders voting in favor of such amendments and of the restatement of the Corporation's Articles of Incorporation was sufficient for their approval by the Corporation's shareholders:

1. The name of the Corporation is Spartan Premier Staffing, Inc.

2. The current Articles of Incorporation of the Corporation are hereby amended in their entirety, including changing the corporate name to Spartan Premier, Inc., and, as so amended, restated to read as follows:

ARTICLES OF INCORPORATION
OF
SPARTAN PREMIER, INC.

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is SPARTAN PREMIER, INC. and its principal office and mailing address is 1000 North Ashley Drive, Suite 600, Tampa, Florida 33602.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on the date of subscription and acknowledgment of the Articles of Incorporation.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 5,000,000 shares of common stock, each with a par value of $.02. Each share of issued and outstanding common stock shall entitle the holder thereof to one vote on each matter with respect to which shareholders shave the right to vote, to fully participate in all shareholder meetings and to share ratably in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Registered Office and Agent

The street address of the registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the registered agent of the corporation at such address is John N. Giordano.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

Name	Address
Robin C. Hoover	1000 North Ashley Drive, Suite 600 Tampa, Florida 33602

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

The corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, to the fullest extent permitted by law.

3. The foregoing amendments to and restatement of the Corporation's Articles of Incorporation were duly adopted by written consent of the holders of a majority of the shares of the Corporation's single class of capital stock, in accordance with the provisions of Section 607.0704, Florida Statutes, and, by operation of subsection (5) thereof, not in contravention of the requirements of §§607.1003 or .1007, Florida Statutes, the initial such consent being dated and received by the Corporation on March 15, 1999, and the consent providing the required majority in interest authorization for the proposed action being dated and received on March 15, 1999, without any such consents being revoked within the intervening period.

4. These Articles of Amendment to and Restatement of the Corporation's Articles of Incorporation shall become effective at the time of their filing by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed these Articles on March 15, 1999.

SPARTAN PREMIER, INC.

By: ____________________
Robin C. Hoover, Chief Executive Officer and Secretary

CERTIFICATE DESIGNATING
REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 607.0502, Florida Statutes, SPARTAN PREMIER, INC., hereby designates John N. Giordano, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

SPARTAN PREMIER, INC.

By: ____________________
Robin C. Hoover, Chief Executive Officer

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

____
John N. Giordano

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