LERNER & PEARCE, P.A.

2888 EAST OAKLAND PARK BLVD.

FORT LAUDERDALE, FLORIDA 33308

TELEPHONE (954) 563-8111

PACSIMILE (954) 563-8522

June 19, 1997

Division of Corporations Florida Department of State P.O. Box 6327, Tallahassee FL 32314 800002220098--6 -06/23/97--01126--011 *****35.00 *****35.00

Re: Merit Group, Inc. Articles of Amendment to Articles of Incorporation; Name Change

Dear Sir/Madam:

Enclosed please find the original along with one copy of the duly executed Articles of Amendment to the Articles of Incorporation of Merit Group, Inc. which effectively changes its name to "Merit Performance, Inc.", along with this firm's check in the amount of \$35.00 reflecting the filing fee for same.

Accordingly, please cause theses Articles to be filed appropriately and time/date stamp the copy and forward to the undersigned in the envelope herein provided.

Should you have any questions please do not hesitate to call.

Very truly yours,

Patti Barr Secretary to Allan M. Lerner

:pb Enclosures

cc: Edward J. Cripe

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ARTICLES OF AMENDMENT to the ARTICLES OF INCORPORATION of MERIT GROUP, INC.

1. The name of the Corporation is: MERIT

MERIT GROUP, INC.

2. The Document Number is:

K73250

3. The text of the Amendment is as follows:

"ARTICLE I. NAME", of the Articles of Incorporation shall be deleted in its entirety and the following shall be substituted therefore:

ARTICLE I. NAME: The name of the corporation shall be:

MERIT PERFORMANCE, INC.

- 4. The date of the Amendment's adoption is June 19, 1997.
- 5. This Amendment has been unanimously approved by the Shareholders pursuant to Florida Statute, 607.1003 and such vote was sufficient for approval of this Amendment.

Edward J Cripe, President

STATE OF FLORIDA: COUNTY OF BROWARD:

On this the <u>19th</u> day of June, 1997, before me a Notary Public in and for said State and County, personally appeared Edward J. Cripe, who is personally known to me by eight years business association, and it was acknowledged and sworn to before me that he executed the above Amendment freely and voluntarily under authority duly vested in him by said corporation.

Witness my hand and official seal this 19th day of June, 1997.

PATRICIA BARR
Notary Public, State of Florida
My Corren. Expires July 8, 1998
No. CC 384009
Round The Official Matery Bernice

Patricia Barr