

Document Number Only

M 96000000469

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

700002559577-1
-06/15/98-01037-025
*****52.50 *****52.50

700002559577-1
-06/15/98-01037-026
*****52.50 *****52.50

Genesis Direct Five, LLC

- Profit
- NonProfit
- Limited Liability Company
- Foreign

Amendment

Merger

Dissolution/Withdrawal

Mark

- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy

Annual Report

Other

Fict. Filing

Change of R.A.

Photo Copies

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JUN 15 1998

Thanks, Melanie

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B/C
6/15/98

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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98 JUN 15 PM 2:08
DIVISION OF CORPORATIONS

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Department of State: Genesis Direct Five, LLC

2. Jurisdiction of its organization: Delaware

3. Date authorized to do business in Florida: 11/22/96

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 12/23/96

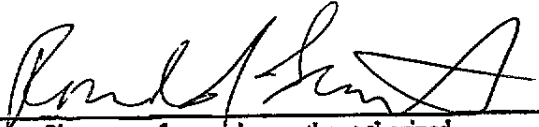
5. New name of the limited liability company: 1-800-Pro-Team, LLC

(Name must end with the words "limited company" or the abbreviation "L.C." if not so contained in the name at present.)

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

7. If the amendment changes the jurisdiction of organization indicate new jurisdiction:

6/8/98
Date


Signature of a member or the authorized representative of a member

Ronald Benanto, C.F.O. of Genesis Direct, Inc., its managing member

Typed or printed name

State of Delaware
Office of the Secretary of State

PAGE 1

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 15 PM 2:08

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "GENESIS DIRECT FIVE, LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "1-800-PRO-TEAM, LLC", THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1996, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Edward J. Freel

Edward J. Freel, Secretary of State

2683212 8320

981225965

AUTHENTICATION:

9133135

DATE:

06-11-98