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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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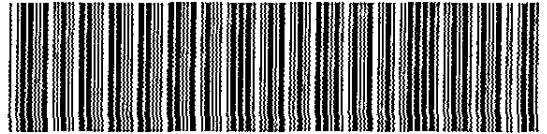
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 DEC 30 AM 8:45

FILED

Amend nc
T. Lewis 1/8/03

 **STRATEGIC OUTSOURCING, INC.**

A Union Planters Company

PO Box 241448 Charlotte NC 28224-1448, Ph. 1-704-523-2191 X7512

Fax 1-704-426-1175

December 27, 2002

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

RE: Name Change

Please find enclosed Articles of Amendment. These articles will change name and address for this corporation.

Please mail to the above address. If you have any questions, please feel free to give me a call at the above number.

Sincerely,



Roxanne Knowles
Compliance Administrator

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

MGC Gift, Inc.

FILED
02 DEC 30 AM 8 45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE #1 Change name to: FLSUB-38, INC.

Change address to:

Physical - 5260 Parkway PLAZA Blvd
Suite 140
Charlotte NC 28217

Mailing - P O Box 241448
Charlotte NC 28224-1448

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 12-15-02

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 26th day of December, 2002.

Signature R. Joseph Patelunas
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

R. Joseph Patelunas
Typed or printed name

Asst. Secretary
Title