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February 4, 1999

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
409 E. Gaines Street
Tallahassee, FL 32399

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-02/08/99--01163--002
*****44.00 *****44.00

Re: Team Personnel, Inc.

Dear Sir/Madam:

Enclosed are the following documents relating to the above-referenced corporation:

1. Original Articles of Amendment to the Articles of Incorporation submitted for filing;
2. One check in the amount of \$44.00 (\$35.00 for filing fee and \$9.00 for one certified copy of the Articles of Amendment to the Articles of Incorporation); and
3. A photocopy of the executed Articles of Amendment to the Articles of Incorporation.

Please file the enclosed document as soon as possible and return to us a certified copy of the Amendment. A prepaid self-addressed envelope is enclosed. If you have any questions regarding the enclosed, please call me immediately.

Thank you for your assistance.

Very truly yours,

John P. Greeley

JPG:erw

Enclosures

Copy to: Mr. Matt Moore

Amend

VS FEB 12 1999

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TEAM PERSONNEL, INC.**

FILED
99 FEB -8 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of TEAM PERSONNEL, INC. are hereby amended as follows:

FIRST: Paragraph A, Article IV of the Articles of Incorporation is hereby amended by deleting the text of such provision in its entirety and substituting the following provision in lieu thereof:

ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized: Par Value.

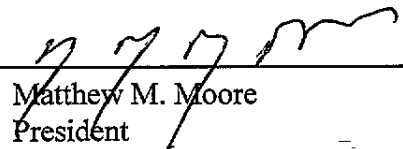
The aggregate number of shares which the Corporation shall have the authority to issue is 50,000,000 shares of common stock having a par value of \$0.01 per share, which shall be designated "Common Stock."

SECOND: The foregoing amendment was adopted by the holders of all of the outstanding shares of common stock, being the sole voting group entitled to vote on the amendment, on January 11, 1999 and the number of votes cast for the amendment was sufficient for approval by the holders of common stock.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be executed and attested to by its duly authorized officer as of this 11th day of January, 1999.

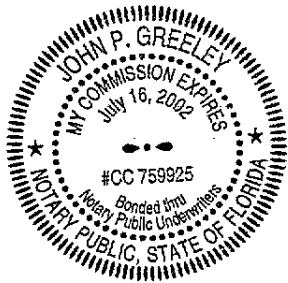
TEAM PERSONNEL, INC.

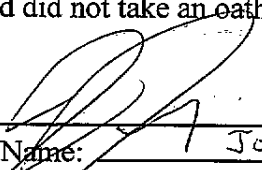
By: _____


Matthew M. Moore
President

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 11th day of January, 1999, by MATTHEW M. MOORE, President of TEAM PERSONNEL, INC., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.





Printed Name: John P. Greeley
Notary Public, State of Florida