

FROM HILL WARD HENDERSON

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NAME: PSYCHOLOGICAL ASSESSMENT RESOURCES, INC.

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*Amendment  
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AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
PSYCHOLOGICAL ASSESSMENT RESOURCES, INC.

WHEREAS, the Articles of Incorporation of Psychological Assessment Resources, Inc. were filed and approved by the Secretary of State of the State of Florida on the 8th day of February, 1979;

WHEREAS, the proposed amendment to the Articles of Incorporation hereinafter set forth was approved by all of the Directors and Stockholders of the Corporation pursuant to the provisions of Florida Statutes, Section 607.1003, by a Written Statement Adopting an Amendment to the Articles of Incorporation dated as of the 24th day of November, 1997; and

WHEREAS, the approval of the Secretary of State of Florida of the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of Psychological Assessment Resources, Inc. are hereby amended by deleting in its entirety the present Article IV of said Articles and by substituting therefor the following:

"ARTICLE IV

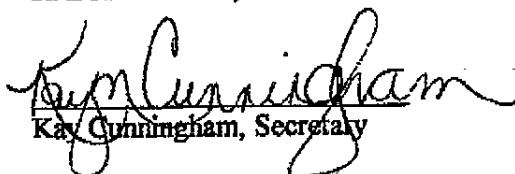
(a) The total number of shares of capital stock authorized to be issued by the Corporation shall be 15,000 common shares having a par value of \$1.00 per share, 7,500 of which to be designated as voting common stock and 7,500 of which to be designated as nonvoting common stock. Each of the said shares of voting common stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The holders of nonvoting shares of common stock shall not be entitled to vote upon any matter whatsoever. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the Corporation and valued at fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election."

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation is hereby executed on behalf of Psychological Assessment Resources, Inc. by its President and Secretary this 24th day of November, 1997.

By:   
R. Bob Smith III, President

PREPARED BY: ANDREW J. LUBRANO, ESQ.  
HILL WARD & HENDERSON, P.A.  
P.O. BOX 2231, TAMPA, FL 33601-2231  
(813) 221-3900  
FLORIDA BAR NO. 263291

By:   
Kay Cunningham, Secretary