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FILED
03 JUN -2 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change
@ 6/6/03

CLARK CONSULTING

Helping You Keep Your Best PeopleSM

2121 San Jacinto Street, Suite 2200
Dallas, TX 75201-7906
www.clarkconsulting.com

214-871-8717 PHONE
214-720-6050 FAX

May 30, 2003

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Clark/Bardes Consulting, Inc.
Amendment to Certificate of Authority

FILED
03 JUN -2 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

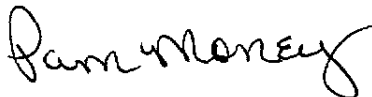
Please find enclosed an Application for Amendment to Certificate of Authority reflecting our corporate name change from Clark/Bardes Consulting, Inc. to Clark Consulting, Inc. along with check #7701 in the amount of \$35.00. I have also enclosed a self-addressed envelope in which you may return an approved copy of the Application.

Please direct correspondence or inquiries to my attention as follows:

Pam Money
Clark Consulting, Inc.
2121 San Jacinto St., Suite 2200
Dallas, Texas 75201

Please feel free to call me with any questions or if you need additional information at 214-661-3543.

Sincerely,



Pam Money
Legal Assistant

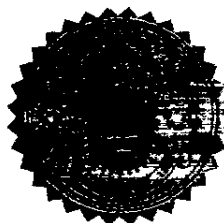
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CLARK/BARDES CONSULTING, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CLARK CONSULTING, INC.", THE TWENTY-FOURTH DAY OF APRIL, A.D. 2003, AT 1 O'CLOCK P.M.

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



2906036 8320

030324005

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2424566

DATE: 05-19-03