



F94000003466

ACCOUNT NO. : 072100000032

REFERENCE : 579753

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED
2002 JUN -6 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 14, 2002

ORDER TIME : 12:55 PM

ORDER NO. : 579753-020

CUSTOMER NO: 4809074

CUSTOMER: Lisa Miller, Esq
Krugman & Kailes Llp
Park 80 West-plaza Two

Saddle Brook, NJ 07663-5835

400005695474--2

FOREIGN FILINGS

NAME: NEWCHECK CORPORATION

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

N.C.
C. Coulliste JUN 06 2002

02 JUN -6 PM 2:56

EXAMINER: _____

RECEIVED

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F94000003466

Document Number of Corporation (If known)

FILED
2002 JUN - 6 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. NEWCHECK CORPORATION
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. July 1, 1994
(Incorporated under laws of) (Date authorized to do business in Florida)

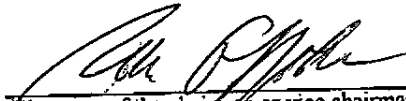
SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 14, 2002
5. PRODUCTIVITY SOLUTIONS, INC.
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Rick Affolter

(Typed or printed name)

Vice President, Chief Financial Officer

May 24, 2002
(Date)

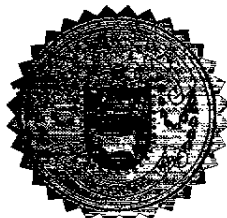
(Title)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "NEWCHECK CORPORATION", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "PRODUCTIVITY SOLUTIONS, INC.", THE FOURTEENTH DAY OF MAY, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2405409 8320

AUTHENTICATION: 1777691


020308192

DATE: 05-15-02

**CERTIFICATE OF THE SECRETARY OF
PRODUCTIVITY SOLUTIONS, INC.
(a Delaware corporation)**

On this 15th day of May 2002, I, Rick Affolter, Secretary of Productivity Solutions, Inc. (the "Company"), do hereby certify that a full, true and correct copy of the resolutions duly adopted by the Board of Directors of the Company are attached as **Annex A**. Such resolutions have not been amended, modified, revoked or rescinded as of the date hereof, and constitute the only actions taken by the Company's Board of Directors (or any committee thereof) of the Company relating to the subject matter thereof, including the adoption as the name NewCheck Corporation as an alternate name in the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of Productivity Solutions, Inc. as of this 15th day of May, 2002.



Rick Affolter
Secretary

ANNEX A

WHEREAS, this Corporation has amended its Fifth Restated Certificate of Incorporation in the State of Delaware, as amended, to change the corporate name of the Corporation from NewCheck Corporation to Productivity Solutions, Inc.; and

WHEREAS, this Corporation currently is qualified to transact business as a foreign corporation in the State of Florida under the corporate name NewCheck Corporation; and

WHEREAS, this Board of Directors hereby deems it to be advisable and in the best interests of the Corporation to adopt NewCheck Corporation as its alternate name in the State of Florida;

NOW, THEREFORE BE IT RESOLVED, that, in accordance with Section 607.1506 of the Florida Business Corporation Act, this Board of Directors hereby approves, authorizes and consents to the use of the name NewCheck Corporation as an alternate name for the transaction by the Corporation of business as a foreign corporation in the State of Florida; and it is

FURTHER RESOLVED, that the President and the other appropriate officers of this Corporation be, and each and any of them hereby is, authorized and directed to have these resolutions executed, acknowledged, filed and recorded in the Office of the Secretary of State of Florida, setting forth the adoption of such alternate name; and it is

FURTHER RESOLVED, that the appropriate officers of this Corporation be, and each and any of them hereby is, authorized and empowered, in the name and on behalf of this Corporation, to execute, deliver, file and record and all agreements, certificates and other documents, and to take any and all such further action, as they or any of them may deem necessary or appropriate in order to the foregoing in accordance with the resolutions hereinbefore provided.