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September 1, 1998

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Attn: Thelma Lewis,
Corporate Specialist Supervisor

Re: Management Recruiters of Bartow, Inc.

Dear Ms. Louis:

400002635474--2
-09/09/98--01013--021
*****35.00 *****35.00

Pursuant to your correspondence dated August 20, 1998, please find enclosed a check in the amount of Thirty-five Dollars (\$35.00) for the purpose of the filing fee for the Statement of Change. In addition, we have deleted the reference to the "DBA" on line 5 of the Application by Foreign Profit Corporation to File Amendment to Application For Authorization to Transact Business in Florida.

Thank you for your assistance concerning this matter and if you should require any additional information, you may contact me directly at the number listed above.

Sincerely,

Mae Smith
13.

Mae Smith
Legal Assistant

sz\mfs

Enclosures

copy: Steven L. Gardner, Esq.

FILED
98 SEP -8 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
NA change

32556:

FILED SEP 8 1998

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Ohio submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Management Recruiters of Mayfield Village, Inc. DBA Management Recruiters of Bartow, Inc.

2. The mailing address of the corporation is: 690 Beta Drive, Suite 100 Mayfield Village, Ohio 44143

3. Date of incorporation/qualification: May 3, 1996 Document number: F96000002226

4. The name and address of the current registered agent and office: CT Corporation System c/o CT Corporation System 1200 South Pine Island Road Plantation, Florida 33324

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable) David Titus 710 Oakfield Drive, Suite 207 Brandon, Florida 33511

FILED 98 SEP -8 PM 4:32 SECRETARY OF STATE TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Signature of Terrence R. Wesley (Signature of an officer, chairman or vice chairman of the board) Date: 7/10/98 Terrence R. Wesley, President (Printed or typed name and title) (Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Signature of David Titus (Signature of Registered Agent) Date: July 25, 1998 David Titus (Date)

If signing on behalf of an entity: (Typed or Printed Name) (Capacity)