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F96000002226

August 11, 1998

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

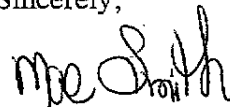
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*****35.00 *****35.00

Dear Sir or Madam:

Enclosed for filing with the Department of State is an Application by Foreign Profit Corporation to file an Amendment to Application for Authorization to Transact Business in Florida, including a Statement of Change of Registered Office or Registered Agent, together with a certified copy of the Certificate of Amendment to the Articles of Incorporation of Management Recruiters of Lake County, Inc. as issued by the Ohio Secretary of State on June 8, 1998. A check in the amount of Thirty-five Dollars (\$35.00) is also enclosed for the purpose of filing fees.

Thank you for your prompt attention to this matter and if you should have any questions or require any additional information, you may contact me directly at the number listed above.

Sincerely,



Mae Smith
Legal Assistant

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

sz\mfs
Enclosures

copy: Steven L. Gardner, Esq.



28201:

TLL 'SEP 8 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 20, 1998

MAE SMITH, LEGAL ASSISTANT
MCDONALD, HOPKINS, BURKE & HAVOR
2100 BANK ONE CTR., 600 SUPERIOR AVE., E
CLEVELAND, OH 44114-2653

SUBJECT: MANAGEMENT RECRUITERS OF BARTOW, INC.
Ref. Number: F96000002226

We have received your document for MANAGEMENT RECRUITERS OF BARTOW, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A foreign corporation can only incorporate under one name, unless that name is unavailable in Florida. Then they select an alternate name, the name designated in #5 of the application is available. Therefore, you must delete the dba name. Also there is a filing fee of \$35 due to file the Statement of Change.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 098A00043461

09-01-98A09:06 RCV

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)

1. Management Recruiters of Lake County, Inc. DBA Management Recruiters of Bartow, Inc.
Name of corporation as it appears on the records of the Department of State.

2. Ohio 3. May 3, 1996
Incorporated under laws of Date authorized to do business in Florida

98
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FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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? December 24, 1997

5. Management Recruiters of Mayfield Village, Inc.
Name of corporation after the amendment, adding suffix "corporation" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. The name cannot contain the word "company" or its abbreviation "Co."

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

Terrence R Wesley
Signature

7/10/98
Date

Terrence R. Wesley
Typed or printed name

President
Title

05117-2497 APPROVED
Date: 12-21-97
Amount: 35
97120015007

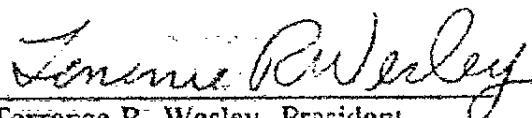
**CERTIFICATE OF AMENDMENT BY SOLE SHAREHOLDER TO
THE ARTICLES OF INCORPORATION OF
MANAGEMENT RECRUITERS OF LAKE COUNTY, INC.**

The undersigned, being the President and Secretary of Management Recruiters of Lake County, Inc. (the "Corporation"), do hereby certify that the following resolution was adopted in a writing signed by the sole shareholder of the Corporation on December 22, 1997, to amend Article FIRST of the Articles of Incorporation.

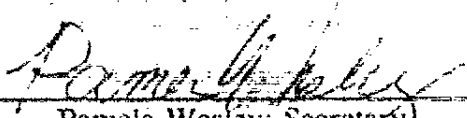
RESOLVED, that Article FIRST of the Articles of Incorporation is hereby amended to read as follows:

FIRST. The name of the corporation shall be **Management Recruiters of Mayfield Village, Inc.**

EXECUTED this 22nd day of December, 1997.



Terrence R. Wesley, President



Pamela Wesley, Secretary

Ch#
663779

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, BOB TAFT, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 1 pages, as taken from the original record now in my official custody as Secretary of State.



WITNESS my hand and official seal at
Columbus, Ohio, this 3th day
June A.D. 1948

Bob Taft
BOB TAFT
Secretary of State

By: C. Cencer

NOTICE: This is an official certification only when reproduced in red ink