

SEA-LAND PAYROLL SERVICES, INC.

500 Water Street, S/C J-160
Jacksonville, FL 32202

F97000003652

Patricia J. Affoord
Vice-President

(904) 366-4242
Fax (904) 366-4248

February 13, 1998

VIA AIRBORNE EXPRESS

Florida Secretary of State
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

200002433872--3
-02/18/98--01037--004
*****87.50 *****87.50

Gentlemen:

Attached for filing with your office is an Amendment of Application for Authorization to Transact Business in Florida changing the name of CSX Canada Payroll Services, Inc. to Sea-Land Payroll Services, Inc. Also enclosed is a Certificate from the State of Delaware evidencing the name change and a check in the amount of \$87.50 to cover the filing fee and charges for a certified copy of the amended documents.

The Certificate issued by your office evidencing the change of name to Sea-Land Payroll Services, Inc. should be sent to me at the address listed above via Federal Express using our Account No 032202020.

If you have any questions, or need any additional information, please do not hesitate to call Joyce Dolan, Assistant Secretary, at (904) 366-4243.

Very truly yours,

Patricia J. Affoord

PJA:JAD:rlb

Enclosure

cc to Mr. Peter Souza
Sales/Service Team Leader
CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

VS FEB 19 1998

N/C

98 FEB 18 AM 11:23
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

FILED
98 FEB 18 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. CSX Canada Payroll Services, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. July 14, 1997
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? December 29, 1997

5. Sea-Land Payroll Services, 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



Signature

February 13, 1998
Date

Patricia J. Aftoora
Typed or printed name

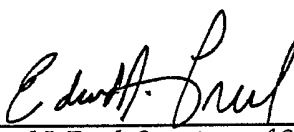
Vice-President
Title

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CSX CANADA PAYROLL SERVICES, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "SEA-LAND PAYROLL SERVICES, INC.", THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1997, AT 9 O'CLOCK A.M.




Edward J. Freel, Secretary of State

AUTHENTICATION:

2748755 8320

DATE: 8916278

981020917

02-11-98