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Corporate Headquarters
P.O. Box 3506 (77253-3506)
9703 Richmond Avenue
Houston, Texas 77042-4620
713.789.1818

December 26, 2000

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

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-01/02/01--01111--001
*****35.00 *****35.00

Re: ISS Staffing Services of California, Inc.
Change of Name to: Talent Tree of California, Inc.

Dear Gentlemen/Ladies:

ISS Staffing Services of California, Inc, a Delaware Corporation registered to do business as a foreign corporation in the State of Florida, hereby files an Profit Corporation Application by Foreign Profit Corporation to file Amendment to Application for Authorization to Transact Business in Florida to reflect the change of the name of the corporation to Talent Tree, Inc. on the records of the State of Florida and in connection therewith encloses the following:

1. Two (2) fully executed duplicate original Profit Corporation Application by Foreign Profit Corporation to file Amendment to Application for Authorization to Transact Business in Florida for filing in the State of Florida.
2. Filing Fee in the Amount of \$ 35.00.
3. Original Certificate of Good Standing, Certificate of Fact or Certificate of Amendment issued by the Secretary of State of Delaware.

We would be grateful if you would please: (i) stamp as filed and return to me at the letterhead address one original of the Application for Amended Certificate of Authority or, in the alternative, (ii) send to me at the letterhead address one official acknowledgement of the receipt and filing of the enclosed.

FILED
01 JAN -2 AM 8
SECRETARY OF STATE
TALLAHASSEE, FL 32314

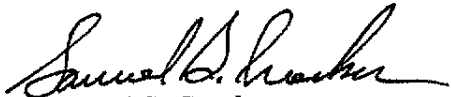
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T. LEWIS JAN 9 2001

Page 2 of 2
State of Florida Talent Tree of California, Inc.
December 26, 2000

Please feel free to contact me at the above number if you have any questions.

Thank you very much for your assistance with this matter.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Samuel S. Crocker".

Samuel S. Crocker
Vice President and General Counsel

Enclosure

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
01 JAN -2 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. ISS Staffing Services of California, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. January 5, 1998
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 13, 2000
5. Talent Tree of California, 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.
- No Change
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- No Change
New Jurisdiction

Samuel S. Crocker
Signature

December 27, 2000
Date

Samuel S. Crocker
Typed or printed name

Vice President and General Counsel
Title

TALENT TREE OF CALIFORNIA, INC.
Purpose Clause

To provide temporary and permanent staffing, directly and through franchisees, including the business of permanent placements, recruiting, retained search, temporary help and professional staff registry and to engage in any other lawful act or activity for which a corporation may lawfully perform.

COMPANY OFFICERS AND DIRECTORS

TALENT TREE OF CALIFORNIA, INC.

A Delaware Corporation

Officers:

Vincent E. Cook
R. Douglas Parker
Samuel S. Crocker

President
Vice President & Chief Financial Officer & Treasurer
Vice President & General Counsel, Secretary

Directors:

Vincent E. Cook

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "ISS STAFFING SERVICES OF CALIFORNIA, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "TALENT TREE OF CALIFORNIA, INC.", THE THIRTEENTH DAY OF DECEMBER, A.D. 2000, AT 4 O'CLOCK P.M.



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Edward J. Freel, Secretary of State

AUTHENTICATION: 0855423

DATE: 12-14-00