

F99000002165

Professional Resources System International, Inc.

DBA: P.R.S.I., Inc.

1499 W. Palmetto Park Road

Suite 416

Boca Raton, florida 33486

(561) 395-5817

(888) 260-2062

FILED
99 AUG 19 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Attention: Amendments Section
409 East Gaines Street
Tallahassee, Florida 32399

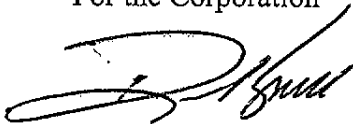
Re: Professional Resources System International, Inc.
Number F99000002165
Articles of amendment

200002964312--7
-08/19/99--01046--003
*****35.00 *****35.00

To whom it may concern:

Enclosed please find a check in the amount of \$35.00 to cover all necessary fees to Amend the Articles of Incorporation of the above captioned Foreign Corporation. Any questions should be directed to my office at (561) 395-5817 or (888) 260-2062.

For the Corporation



Richard Snell
Chief Executive Director
(888) 260-2062

*Note: This is an Affidavit
Changing the Officers
and/or Directors.*

*Affidavit Changing Officers and/or
Directors*

V. SHEPARD AUG 26 1999

**AFFIDAVIT OF
ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PROFESSIONAL RESOURCES SYSTEM INTERNATIONAL, INC.**

FILED
99 AUG 19 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607, Florida Statutes, this Nevada Foreign For Profit Corporation, Number F99000002165, adopts the following Articles of Amendment to it's Articles of Incorporation:

First: Address: The address of this corporation is hereby changed to:

Professional Resources System International, Inc.
DBA P.R.S.I., Inc.
1499 W. Palmetto Park Road, Suite 416
Boca Raton, Florida 33486

Second: Officers: The officers names and address shall be:

William Caudell
Chief Executive Officer
1499 W. Palmetto Park Road, Suite 416
Boca Raton, Florida 33486

Gil Gillespie, President
Chief Operating Officer
1499 W. Palmetto Park Road, Suite 416
Boca Raton, Florida 33486

Salvatore Argento, Vice President
1499 W. Palmetto Park Road, Suite 416
Boca Raton, Florida 33486

Richard Snell, Vice President
Chief Executive Director
1499 W. Palmetto Park Road, Suite 416
Boca Raton, Florida 33486

Robert Diver, Treasurer
1499 W. Palmetto Park Road, Suite 416
Boca Raton, Florida 33486

Gary Brandt, Secretary
5256 Heatherstone Court
Bettendorf, Iowa 52722

Third: The date of each amendments was adopted by the Board of Directors at the meeting held on July 1, 1999

Fourth: These amendments were adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed and executed this 18th day of August, 1999

Gary Brandt, Secretary
Gary Brandt, Secretary

State of Iowa

County of Scott

On this day did personally appear Gary Brandt, Secretary of Professional Resources Systems International, Inc. and after being duly sworn did state that he is authorized to execute the foregoing and that the statements made therein are true and correct and he has signed these Articles of Amendment to the Articles of Incorporation of Professional Resources System International, Inc. on this 18th day of August, 1999.

Signed and executed before me this 18th day of August, 1999.

Shari A. Schledewitz
Notary Public

