

NOV. 7. 2006 1:27PM

NO. 007 P. 1

L81468

Florida Department of State  
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

THE OMNI PARTNERS, INC.

Certificate of Status	0
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*[Handwritten signature]*

Articles of Amendment  
to  
Articles of Incorporation  
of

The Omni Partners, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

L81468

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")  
(A professional corporation must contain the word "chartered," "professional association," or the abbreviation "P.A.")

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Please see attached page.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

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**Articles of Amendment to  
Articles of Incorporation of  
The Omni Partners, Inc.**

**Amendments Adopted:**

Paragraph 2 of the Articles of Merger filed with the Florida Department of State on July 26, 2001 (the "Articles of Merger") in connection with the merger of E-Cruiter Acquisition Corp. ("Acquisition Corp.") and Omni Partners Mid-Atlantic, Inc. ("Mid-Atlantic") into The Omni Partners, Inc. ("Omni Partners") shall be amended and restated in its entirety as follows:

2. Under the terms of the Merger Agreement, E-Cruiter.com, Inc. shall acquire all issued and outstanding shares of Omni Partners by means of a merger of Acquisition Corp. and Mid-Atlantic into Omni Partners, the surviving corporation, and the exchange of shares provided in the Merger Agreement.

Article III of the Agreement and Plan of Merger dated as of July 24, 2001 by and among Acquisition Corp., Mid-Atlantic, Omni Partners and E-Cruiter.com, Inc. attached as Exhibit A to the Articles of Merger (the "Merger Agreement") is hereby amended by adding the following as Section 3.2:

3.2 At the Effective Time, by virtue of the Merger and without any action on the part of any holder of any stock of Mid-Atlantic or Acquisition Corp., all stock of Mid-Atlantic outstanding immediately before the Merger shall be cancelled and all stock of Acquisition Corp. outstanding immediately before the Merger shall be converted into common stock of Omni Partners.

The date of each amendment(s) adoption: October 31, 2006

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

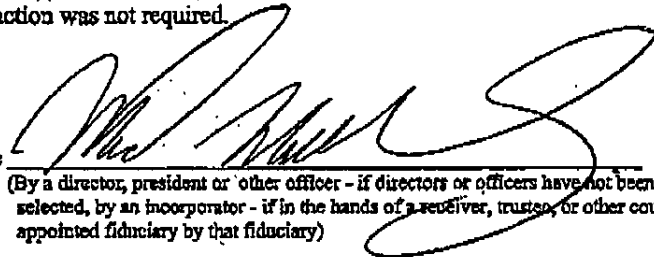
Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature



(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Michael Mullarkey

(Typed or printed name of person signing)

President

(Title of person signing)

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