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BASIC AMENDMENT

FLORIDA STAFFING HOLDINGS, INC.

Certificate of Status	1
Certified Copy	1
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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
FLORIDA STAFFING HOLDINGS, INC.
a Florida corporation**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is FLORIDA STAFFING HOLDINGS, INC. (herein after called the "Corporation").

2. Article I of the Corporation's Articles of Incorporation is deleted and replaced by new Article I, as follows:

"ARTICLE I

The name of the Corporation shall be: **ABACUS SOFTWARE GROUP HOLDINGS, INC."**

3. Article III of the Corporation's Articles of Incorporation is deleted and replaced by new Article III, as follows:

"ARTICLE III

The authorized capital stock of the Corporation, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value per Share	Stock
25,000,000	$.001	Class A Voting Common
2,500,000	$.001	Class B Non-Voting Common

The holders of the Class A Voting Common Stock and the holders of the Class B Non-Voting Common Stock shall have identical rights with respect to (i) distributions from the Corporation; (ii) the liquidation of the

Corporation: and (iii) all other matters affecting the Corporation, except that the holders of the Class B Non-Voting Common Stock shall not be entitled to vote on any matter submitted for consideration or approval by the shareholders of the Corporation, whether by vote, written consent or otherwise (except as otherwise provided in Section 607.1004 of the Florida Business Corporation Act).

Each holder of Class B Non-Voting Common Stock may, at any time and from time to time, convert the shares of Class B Non-Voting Common Stock into Class A Voting Common Stock at the rate of one share of Class A Voting Common Stock for each share of Class B Non-Voting Common Stock. The Corporation shall at all times reserve for issuance such number of authorized and unissued shares of Class A Voting Common Stock as shall be sufficient for conversion of the then issued and outstanding Class B Non-Voting Common Stock. The Corporation shall deliver a certificate or certificates, as the case may be, for the shares of Class A Voting Common Stock as soon as practicable after surrender of the certificate or certificates representing the shares of Class B Non-Voting Common Stock being surrendered for conversion, but the person or persons to whom such certificate or certificates of Class A Voting Common Stock are issuable shall be considered the holder of record of such shares of Class A Voting Common Stock from the time the certificate or certificates representing the shares of Class B Non-Voting Common Stock are surrendered for conversion."

4. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

5. The amendment made herein to the Articles of Incorporation of the Corporation was adopted by the unanimous written consent of the shareholders, the number of votes cast for the amendment was sufficient for approval, and the directors of the Corporation on the date of these Articles of Amendment, pursuant to Sections 607.0704 and 607.1003 of the Florida Business Corporation Act.

6. The effective date of this amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment, this 11th day of August, 2000.

FLORIDA STAFFING HOLDINGS, INC.

By:
Douglas Berman, President