

P000000011756

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
01 SEP -7 AM 11:13

September 3, 2001

Division of Corporations
P. O. Box 6327 - Tallahassee, FL 32314

To Whom It May Concern

Enclosed are the Articles of Amendment to Articles of Incorporation of:

H & R Advisory Group, Inc.

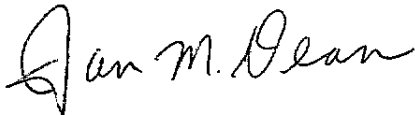
Please return information to:

Mr. Jan M. Dean
18810 Rue Loire Street
Lutz, FL 33558

900004574939--8
-09/07/01--01051--018
*****35.00 *****35.00

Also enclosed is a check for \$35.00
Thank you

Sincerely,



Jan M. Dean

Amend & N/C

V SHEPARD SEP 17 2001

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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H & R ADVISORY GROUP INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE # I : COMPENSATION & HR ADVISORS, INC.

ARTICLE # II : 3837 NORTH DALE BLVD.
TAMPA, FLORIDA 33624

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

NA

THIRD: The date of each amendment's adoption: 8-28-2001

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) 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.

Signed this 29th day of August (AUGUST), 2001.

Signature Jan M. Dean - President (PRESIDENT)
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Jan M. Dean
Typed or printed name

Incorporator
Title