

PO00000052426

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July 29, 2001

VIA FEDERAL EXPRESS

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*****35.00 *****35.00

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: CAREERSHOP.COM, INC.

Dear Sir or Madam:

Enclosed please find one original and one photocopy of Articles of Amendment for the above-referenced corporation for filing with your office using your standard service. Our firm check in the amount of \$35.00 is enclosed to cover the filing fees.

Please return the file-stamped evidence of the articles to my attention at your earliest convenience using the enclosed Federal Express envelope. Should you have any questions with regards to the enclosed, please do not hesitate to call me directly at 704-377-8171. Thank you for your assistance with this matter.

With kind regards, I am

Very truly yours,

Elizabeth M. Millican

Elizabeth M. Millican
Paralegal

NC
8-13-01
PMS

Enclosures

FILED
01 AUG 13 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ROBINSON, BRADSHAW & HINSON, P.A.

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August 10, 2001

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Attention: Doug Spitler

Re: CAREERSHOP.COM, INC.

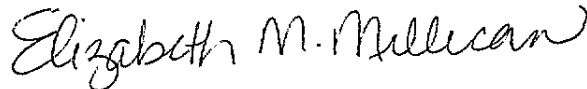
Dear Mr. Spitler:

Enclosed please find one original and one photocopy of Articles of Amendment for the above-referenced corporation for filing with your office using your standard service. These articles have been corrected to reflect the new name that we have selected "Personnel Group Holdings". I was however told by the Florida Secretary of State that the name "PGA of Florida, Inc." was acceptable and available for us before I filed the articles. If you could please expedite this filing we would greatly appreciate it. If this incurs additional fees, please feel free to send me a bill directly.

Please return the file-stamped evidence of the articles to my attention at your earliest convenience using the enclosed Federal Express envelope. Should you have any questions with regards to the enclosed or if this name somehow becomes unavailable before it reaches you, **please** call me directly at 704-377-8171. Thank you for your assistance with this matter.

With kind regards, I am

Very truly yours,



Elizabeth M. Millican
Paralegal

Enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 9, 2001

ROBINSON, BRADSHAW & HINSON, P.A.
SUITE 1900
101 NORTH TRYON STREET
CHARLOTTE, NC 28246

SUBJECT: CAREERSHOP.COM, INC.
Ref. Number: P00000052426

We have received your document for CAREERSHOP.COM, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Doug Spitler
Document Specialist

Letter Number: 201A00045889

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CAREERSHOP.COM, INC.**

FILED
01 AUG 13 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Paragraph 1 is hereby deleted in its entirety and is amended to read as follows:

"1. The name of the corporation is Personnel Group Holdings, Inc."

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: N/A

THIRD: The date of the amendment's adoption: July 27, 2001

FORTH: The amendment was approved by the sole shareholder and directors by unanimous written consent.



Ken R. Bramlett, Jr.
Senior Vice President