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March 26, 2001
Florida Dept. Of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Subj: Amendment for SOURCE 1 STAFFING, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Amendment to Articles of Incorporation for the subject corporation.
2. A check in the amount of \$35.00 to cover the filing fees for the Amendment to the existing Articles.

Kindly acknowledge filing of this Amendment to the Articles of incorporation, in compliance with Florida law and return the certified copy of the Amendment to the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937. (321) 773-2020

Thank you for your assistance in this matter.

G. GAIL HATFIELD

G. Gail Hatfield

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01 MAR 26 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amended
CJH

AMENDMENT TO ARTICLES
TO
ARTICLES OF INCORPORATION
OF

SOURCE 1 STAFFING, INC.

ARTICLE I.

The name of the Corporation is SOURCE 1 STAFFING, INC., was
duly incorporated as October 16, 2000 by the State of Florida.

ARTICLE VII

The name and address of each of the officers of the
Corporation is as follows:

ROBYN ELAINE HATFIELD, President, Vice President, Secretary,
Treasurer
1317 South Magnolia
Indialantic, Florida 32903

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The name and address of the directors of the Corporation is
as follows:

ROBYN ELAINE HATFIELD
1317 South Magnolia
Indialantic, Florida 32903

G. GAIL HATFIELD has resigned as Registered Agent effective
March 14, 2001 and ROBYN ELAINE HATFIELD has accepted the
designation as Registered Agent effective March 14, 2001. The
Resignation and Acceptance are attached.

The Director and Shareholder of the Corporation adoption of this amendment was March 14, 2001 at their Special Meeting.

The effective date of the adoption by the Director, Shareholder and Officer of the above mentioned Amendments was March 14, 2001. All other Articles remain unchanged.

IN WITNESS WHEREOF, the undersigned has executed this Amendment on the 20th day of March, 2001 in Satellite Beach, Florida.

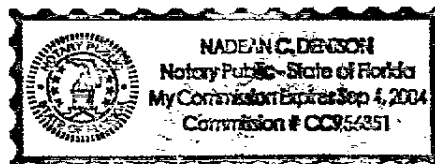


G. GAIL HATFIELD,
Director/President/ Registered
Agent

STATE OF FLORIDA
COUNTY OF BREVARD

Before me personally appeared G. GAIL HATFIELD, who has SWORN TO AND SUBSCRIBED before me this 20th day of March, 2001 to be the person who executed this Amendment, and they acknowledged before me that she executed this Amendment for SOURCE 1 STAFFING, INC., on behalf of the Corporation and have presented DL/H314-282-43-548-0 as identification.


Notary Public



RESIGNATION
OF THE REGISTERED AGENT AND DIRECTOR OF
SOURCE 1 STAFFING, INC.

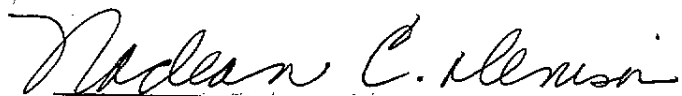
I, the undersigned Director and Registered Agent of SOURCE 1 STAFFING, INC., hereby resign as Director and Registered Agent of SOURCE 1 STAFFING, INC. I, G. GAIL HATFIELD hold no shares of said corporation.

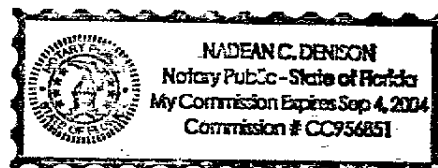
Date: - - -


G. GAIL HATFIELD

STATE OF FLORIDA
COUNTY OF BREVARD

Before me personally appeared G. GAIL HATFIELD who has SWORN TO AND SUBSCRIBED before me this 20th day of March, 2001 to be the person who executed this resignation, and has presented DL/314-282-43-548-0 as identification.


Notary Public




DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That SOURCE 1 STAFFING, INC., desiring to organize under the
laws of the State of Florida, with its principal office at 22
East New Haven Ave., Melbourne, Brevard County, Florida 32901,
has named ROBYN ELAINE HATFIELD, located at 22 East New Haven
Ave., Melbourne, Brevard County, Florida 32901, as its agent to
accept service of process within this state.

ACKNOWLEDGMENT:

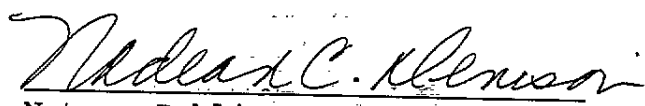
Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.



ROBYN ELAINE HATFIELD
Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

Before me personally appeared ROBYN ELAINE HATFIELD who has
SWORN TO AND SUBSCRIBED before me this 20th day of March, 2001 to
be the person who executed this ACCEPTANCE OF REGISTERED AGENT,
and has presented DL 04534076 as
identification.



Notary Public

