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BASIC AMENDMENT

TALENTKEEPERS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

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M. J. [signature]

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
TALENTKEEPERS, INC.**

The undersigned, acting in his capacity as the Chief Executive Officer of TALENTKEEPERS, INC., a Florida corporation (the "Corporation"), on behalf of the Corporation, has executed these Articles of Amendment to Articles of Incorporation, as unanimously approved and adopted by the Board of Directors of the Corporation by written consent in lieu of a meeting, pursuant to *Florida Statutes* Section 607.0821, dated July 26, 2005, and as approved by the holders of a majority of the Corporation's Common Stock by written consent in lieu of a meeting, pursuant to *Florida Statutes* Section 607.0704, dated July 26, 2005. The number of votes cast by the shareholders by written consent was sufficient for approval.

These Articles of Amendment amend the Corporation's Articles of Incorporation, as filed with the Florida Department of State on November 14, 2000, as follows:

1. The name of the Corporation is TALENTKEEPERS, INC.
2. Article IV is deleted in its entirety and replaced with the following:

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock which this Corporation shall have authority to issue is Five Hundred Thousand (500,000), consisting of Four Hundred Fifty Thousand (450,000) shares of Voting Common Stock, \$.01 par value, and Fifty Thousand (50,000) shares of Nonvoting Common Stock, \$.01 par value. The Voting Common Stock and the Nonvoting Common Stock are hereinafter referred to collectively as the "Common Stock." The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are as follows:

SECTION 1. Common Stock - General Provisions. Each share of Common Stock shall be equal to every other share of Common Stock, except as otherwise provided herein or required by law.

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The holders of shares of Common Stock shall be entitled to receive such dividends (payable in cash, stock or otherwise) as may be declared on the Common Stock by the Board of Directors at any time or from time to time out of any funds legally available therefor.

In the event of any voluntary or involuntary liquidation, distribution or winding up of the Corporation, the holders of shares of Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock held by them.

SECTION 2. Common Stock - Other Provisions.

(a) Voting Rights. The shares of Common Stock shall have the following voting rights:

(1) Each share of Voting Common Stock shall entitle the holder thereof to one vote upon all matters upon which stockholders have the right to vote. Except as otherwise required by applicable law, the holders of shares of Voting Common Stock shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

(2) Each share of Nonvoting Common Stock shall carry no right to vote for the election of directors of the Corporation and no right to vote on any matter presented to the stockholders for their vote or approval except as required by applicable law.

(b) Dividends and Distributions. Holders of Common Stock shall be entitled to such dividends and other distributions in cash, stock or property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor; provided, however, that in no event may the rate of any dividend payable on outstanding shares of any class of Common Stock be greater than the dividend rate payable on outstanding shares of the other class of Common Stock. All dividends and distributions on the Voting Common Stock payable in stock of the Corporation shall be made in shares of Voting Common Stock, and all dividends and distributions on the Nonvoting Common Stock payable in stock of the Corporation shall be made at the same dividend rate per share in shares of Nonvoting Common Stock. In no event will shares of any class of Common Stock be split, divided or combined unless the outstanding shares of the other class of Common Stock shall be proportionately split, divided or combined.

IN WITNESS WHEREOF, these Articles of Amendment to Articles of Incorporation have been signed by the Chief Executive Officer of the Corporation as of July 26, 2005.

TALENTKEEPERS, INC., a Florida corporation

By:



Fredric D. Frank, Chief Executive Officer