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BASIC AMENDMENT

INTERNATIONAL STAFFING RESOURCES, INC.

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ARTICLE OF AMENDMENT TO ARTICLES OF INCORPORATION OF INTERNATIONAL STAFFING RESOURCES, INC. DOC #: P04000049057

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:

Article 5: Amendment adopted - The name and Florida street address of the registered agent is amended *from* Albert Xiques, 101 Madeira Avenue, Coral Gables, FL 33134 to:

The Registered Agent of the corporation is:

Ryan Stern, Esq. 1111 Brickel Ayenue Sulte 1100 Miami, FL 33131

The amendments were approved by the Shareholders and Board of Directors. The number of votes cast for the amendment was sufficient for approval.

Signed this _____9 day of September, 2005.

INTERNATIONAL STAFFING RESOURCES, INC.

SCHAER, DIRECTOR

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

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AL SCHAER, Director/Shareholder/President

(Signature of an officer/director)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

(Signature of Registered Agent)

RYAN STERN

Dated: September ___

. 2005