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Intelligent Staffing, Inc.

14750 N.W. 77 Court, #305

Miami Lakes, FL 33016

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-10/27/00--01073--011

*****43.75 *****43.75

October 24, 2000

Division of Corporations

Amendment Section

P.O. Box 6327

Tallahassee, FL 32314

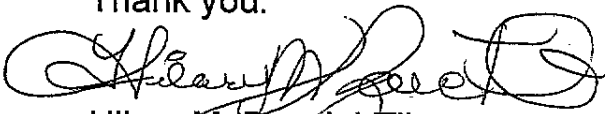
Dear Sir/Madam:

RE: Intelligent Staffing, Inc. FEI # 65-0450330

Enclosed please find a check for \$43.75, representing \$35 for the filing fee for amending our articles of incorporation, as well as \$8.75 in order that I may receive a certified copy of the amendment.

Please do not hesitate to call me at work (305) 820-0531 or e-mail me at hbencini@headwaycorp.com if you have any questions.

Thank you.



Hilary M. Bencini-Tibo

Vice President/Secretary/Treasurer

cc: Mr. Luca F. Bencini-Tibo

Mr. Gary L. Kamler

Amend

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 OCT 27 PM 3:55

V. SHEPARD NOV 6 2000

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INTELLIGENT STAFFING, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 27 PM 3: 55

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 adopted: #5

The new Registered Agent for Intelligent Staffing, Inc. shall be Hilary M. Bencini-Tibo. The street address of this Registered Agent is (c/o Headway) 14750 N.W. 77 Court, Suite #305, Miami Lakes, Florida 33016. By virtue of her signature below, Ms. Bencini-Tibo accepts the appointment, and she swears that she is familiar with and accepts the obligations of the position.

SECOND: Amendment adopted: #7

Mr. Gary L. Kamler, by virtue of his resignation as a member of the Board of Directors and the selling of his remaining shares in Intelligent Staffing, Inc. at the 1999 Annual Meeting of the Board of Directors held on December 31, 1999, shall, effective at 11:59 p.m. on December 31, 1999, no longer be an officer of said corporation. The new Board of Directors of Intelligent Staffing shall be:

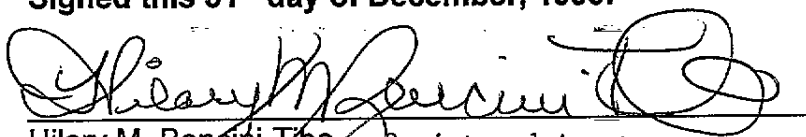
Luca F. Bencini-Tibo, President

Hilary M. Bencini-Tibo, Vice President/Secretary/Treasurer

THIRD: The date of each amendment adopted (specifically, amendments to numbers 5 and 7 of the original Articles of Incorporation) is December 31, 1999 at 11:59 p.m.

FOURTH: The amendments as stated above were adopted by the Board of Directors of Intelligent Staffing, Inc., who represent all shareholders of said corporation. The number of votes cast for the amendments were sufficient for approval.

Signed this 31st day of December, 1999.



Hilary M. Bencini-Tibo, Registered Agent
Vice President/Secretary Treasurer
Intelligent Staffing, Inc.