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NAME: EXCEL HUMAN RESOURCES, INC.

AUDIT NUMBER.....H98000005408

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amendment  
3-20-98  
DC

ARTICLES OF AMENDMENT TO THE ARTICLES  
OF INCORPORATION  
OF  
EXCEL HUMAN RESOURCES, INC.

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Pursuant to the provisions of the laws of the State of Florida as contained in Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is EXCEL HUMAN RESOURCES, INC.
2. The following amendments of the Articles of Incorporation were adopted by the Shareholders of the Corporation by written consent, in the manner prescribed by Section 607.1003 of the Florida Business Corporation Act:

Article IV of the Articles of Incorporation is hereby amended to read in its entirety as follows:

"The Corporation is authorized to issue two (2) classes of capital stock, to be designated as "Common Stock", having the right to vote, and "Preferred Stock", having no voting rights. The aggregate number of shares which the Corporation shall have authority to issue is one million ten thousand (1,010,000) shares, of which ten thousand (10,000) shares shall be Common Stock of \$1.00 par value and one million (1,000,000) shares shall be designated as Preferred Stock of one cent (\$.01) par value. Eighty Thousand (80,000) shares of the Preferred Stock shall be designated as Series One Preferred Stock, which shall be non-voting stock having the following rights and preferences:

(1) Said shares shall be entitled to a cumulative dividend on the price paid to the Corporation for the original issue of the shares (the "Issue Price") at the rate as published in the Wall Street Journal on the first business day of each month at the New York Prime Rate, plus four percent (4%) per annum, payable monthly, on or before the 10th day of each month, to be paid before payment of dividends to any other class or series of shares.

(2) Said shares may be redeemed by the Corporation at any time by paying to the holder the Issue Price, plus any accrued or unpaid dividends, payable in full at the time of such redemption.

(3) Said shares shall have a preference in liquidation over any other class or series of shares until repayment in full of the Issue Price and all accrued and unpaid dividends.

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As to any future issuances of any series of Preferred Shares, the Board of Directors is hereby authorized to fix and determine the dividend rights, rights and terms of redemption, liquidation preferences, sinking fund provisions, conversion rights and voting rights on default, if any, of any unissued shares of Preferred Stock, and the number of shares constituting any such series and designation thereof in accordance with Section 607.0602 of the Florida Business Corporation Act."

3. Article V of the Articles of Incorporation is hereby deleted in its entirety.

4. This Amendment was made and duly approved by the Written Consent of the Shareholders of the Corporation in accordance with Florida Statutes Section 607.1003 as of the 19th day of March, 1998.

IN WITNESS WHEREOF, the undersigned has this 19th day of March, 1998, made and subscribed these Articles of Amendment for Excel Human Resources, Inc. for the uses and purposes aforesaid.

EXCEL HUMAN RESOURCES, INC.

By:   
Name: Michael A. Speizman  
Title: President

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