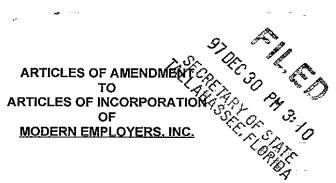
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CONTACT:	CINDY HICKS	
DATE:	12-30-97	
REF. #:	D150.1301	·
CORP. NAME:	Modern Employers, I	nc
	N	
() ARTICLES OF INCORPORATION		() ARTICLES OF DISSOLUTION
() ANNUAL REPORT	() TRADEMARK/SERVICE MARK	() FICTITIOUS NAME
() CERT. OF AUTHORITY	() LIMITED PARTNERSHIP	() LEMITED RARTNERSHIP
() UCC-1	() WERGER	EC 30 PW &
PLEASE RETURN:	() CERTIFICATE OF STATUS	() PLAIN STAMPED COPY
AUTHORIZATION:		COST LIMIT s 87.50



Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- 1. The name of the Corporation is MODERN EMPLOYERS, INC. (the "Corporation"), Charter #P94000024989, filed on March 28, 1994.
- 2. The following Amendment to the Articles of Incorporation was adopted by all of the Directors of the Corporation and all of the Shareholders of the Corporation, the number of votes cast being sufficient for approval, on October (1997), 1997 in the manner prescribed by Section 607.1003 of the Act:

ARTICLE I

The name of the Corporation is MEI of Florida, Inc. (the "Corporation").

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

MODERN EMPLOYERS, INC., a Florida corporation

Robert Claricy, Presiden