

LAW OFFICES
SETH STOPEK, P.A.
FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BOULEVARD • SUITE 2350
MIAMI, FLORIDA 33131

(305) 377-1801 • FAX (305) 379-2328

P94 0000 41191

February 23, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Seth Stopek, P.A.

Gentlemen:

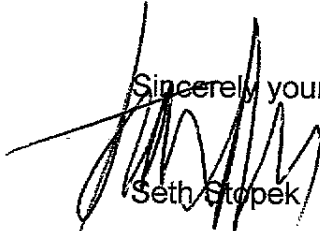
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*****35.00 *****35.00

Enclosed herewith for filing you will find Articles of Amendment and Restatement of Articles of Incorporation of the above corporation together with a check for the filing fee of \$35.00. Please be so kind as to issue your certificate and return it to me together a stamped copy of the Articles of Amendment enclosed.

If there is any problem with this filing, please call me at your earliest time.

Thank you.

Sincerely yours,


Seth Stopek

SS; enclosures

FILED
99 MAR 25 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
A Restat
MAR 26 1999
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March 4, 1999

SETH STOPEK, ESQ.
FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BLVD., SUITE 2350
MIAMI, FL 33131

SUBJECT: SETH STOPEK, P.A.
Ref. Number: P94000041191

We have received your document for SETH STOPEK, P.A. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor Letter Number: 299A0D009975
Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida
32314

*Please return the filed Articles to
the new corporate mailing address:*

*c/o JUDITH STOPEK
701 BRICKER KEY BOULEVARD
APT. 1512
MIAMI, FL. 33131*

Thank you.

FILED
99 MAR 25 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO AND
RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
SETH STOPEK, P.A.**

Pursuant to Florida Statutes Sections 621.13(4), 607.1003, and 607.1003 and all such other applicable provisions of the laws of the State of Florida, the Articles of Incorporation of Seth Stopek, P.A. are hereby amended and restated as follows:

1. These Articles of Amendment and Restatement of the Articles of Incorporation of the corporation were unanimously adopted and approved by all of the directors and shareholders at meetings thereof duly called and constituted on February 22, 1999.
2. These Articles of Amendment and Restatement of the Articles of Incorporation of the corporation shall be effective when filed with the State of Florida.
3. The Amended and Restated Articles of Incorporation of the corporation shall be as follows:

ARTICLE I

The name of the corporation shall be:

JUDITH STOPEK CAREER CONNECTIONS, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of its Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the corporation shall have authority to issue shall be 10,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V

The registered agent and street address of the registered office of the corporation shall be:

Seth Stopek
701 Brickell Key Boulevard
Apt. 1512
Miami, Florida 33131

ARTICLE VI

The name and address of the incorporator of the corporation is:

Professional Registered Agent Corporation
c/o Seth Stopek
701 Brickell Key Boulevard
Apt. 1512
Miami, Florida 33131

ARTICLE VII

The corporation shall have one director initially and thereafter such other number of directors as provided in the Bylaws. The name and address of the initial director of the corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Seth Stopek
701 Brickell Key Boulevard
Apt. 1512

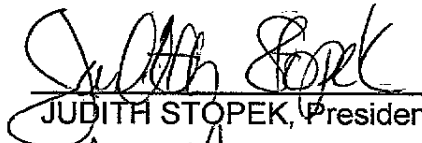
Miami, Florida 33131

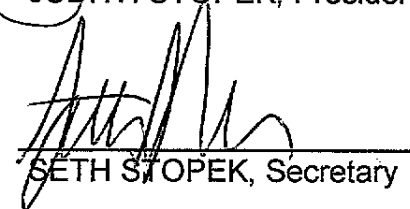
ARTICLE VIII

The mailing address of the corporation is:


c/o Judith Stopek
701 Brickell Key Boulevard
Apt. 1512
Miami, Florida 33131

In witness whereof, the President and Secretary of Seth ^{and} Stopek, P.A. have hereunto set their hands and seal this 22 day of February, 1999.


JUDITH STOPEK, President


SETH STOPEK, Secretary

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


SETH STOPEK