315 So. Calhoun St. Stite 600 Address Tallahassae, FL 425-5675 City/Stare/Zip Phone

| | Office Use Only |
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| CORPORATION NAME(S) & DOCUMEN | IT NUMBER(S), (if known): |
| 1. KCorce. Com, Unc | (Document#) amen |
| Corporation Name) | · (Document #) |
| 3(Corporation Name) | (Document #) 1000044321619 -06/20/0101020003 |
| 4. (Corporation Name) Walk in Pick up time Mail out Will wait | (Document #) Certified Copy Certificate of Status |
| NEW FILINGS Profit Not for Profit Limited Liability Domestication Other | AMENDMENTS Amendment Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger |
| OTHER FILINGS Annual Report Fictitious Name | Merger REGISTRATION/QUALIFICATION Foreign Limited Partnership Reinstatement Trademark Other |

Examiner's Initials 10001

Law Offices

LAND & KNIGHT LLP

400 North Ashley Drive, Suite 2300 P.O. Box 1288 (ZIP 33601-1288) Tampa, Florida 33602-4300

813-227-8500 FAX 813-229-0134 www.hklaw.com

. . . .

June 18, 2001

Ms. Karen Beyer Division of Corporations State of Florida 409 East Gaines Street Tallahassee, FL 32301

> Re: kforce.com, Inc. name change

Dear Ms. Beyer:

On June 7, 2001 we discussed by telephone the name change of kforce.com, Inc. to Kforce Inc. and the simultaneous name change of kforce, Inc. to kforce.com, Inc. These name changes effectively result in a switch of these two entities' names. Our telephone discussion focused on the existence of a third entity named "K-force, Inc." that was reinstated after kforce, Inc. acquired its name on July 12, 2000. You explained that the reinstatement of K-force, Inc. should not have been granted based on its similarity to our client's name, and as a result, the existence of this entity would not pose a problem regarding the name changes described above.

After our discussion concerning these entities, you requested that we deliver the Articles of Amendment of the Articles of Incorporation of kforce, Inc. and kforce.com, Inc. directly to you to ensure that these filings were not rejected. Pursuant to your request, we have enclosed these

Thank you for your assistance. If you have any questions, or need anything further, please k contact me at (813) 227-6593.

61204 and P99-10127,7

Very truly yours,

HOLLAND & KNIGHT LLP

Benjamin S. Allen

Annapolis

Atlanta

Boston

Rethesda

Bradenton Chicago

Jacksonville

Los Angeles

Melbourne

International Offices

BENJAMIN S. AI

813-227-6593 Internet Address: ballen@hklaw.com

Miami

Caracas*

Mexico City

Rio de Janeiro *Representative Office

Lakeland

Fort Lauderdale

New York

Orlando

Providence

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San Antonio

San Francisco

Tallahassee

Washington, D.C.

West Palm Beach

Seattle

Tampa

São Paulo

Tel Aviv

Northern Virginia

kforce.com, Inc. 120 West Hyde Park Place Suite 150 Tampa, Florida 33606

June 18, 2001

Secretary of State Division of Corporations State of Florida 409 East Gaines Street Tallahassee, Florida 32301

Re: kforce.com, Inc. Consent to Relinquishment of Name to kforce, Inc.

Ladies and Gentlemen:

This letter shall provide notice that kforce.com, Inc. consents to kforce, Inc. obtaining the name "kforce.com, Inc." immediately upon the filing of the attached Articles of Amendment of the Articles of Incorporation of kforce.com, Inc. and kforce, Inc.

Very truly yours,

kforce.com, Inc.

William L. Sanders

W L Fanders

Secretary

WLS/

TPA1#1143356 v1

ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF KFORCE.COM, INC.

ON WILLSON WILLES

Pursuant to Section 607.1003 and 607.1006 of the Florida Business

Corporation Act, the Articles of Incorporation of kforce.com, Inc. (the "Corporation"), are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is kforce.com, Inc.

SECOND: Article I of the Articles of Incorporation shall be amended in its entirety to read as follows:

"The name of the Corporation shall be Kforce Inc."

THIRD: The foregoing amendment was unanimously approved by the directors of the Corporation on January 26, 2001, and thereafter, was approved by the vote of a sufficient number of the holders of outstanding shares of stock of the Corporation present and entitled to vote at a duly convened annual meeting of the shareholders called in accordance with Section 607.0701, Florida Statutes on June 18, 2001.

IN WITNESS WHEREOF, the undersigned has executed this instrument as of this $18^{\rm th}$ day of June, 2001.

KFORCE.COM, INC.

William L. Sanders

Secretary