

P94000079818

February 27, 1997



Florida State Incorporation Office
Division of Corporation
P.O.Box 6327
Tallahassee, FL 32314

The Link To Your Success

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

Dear Sir/Madame,

Please find enclosed an amendment to our Articles of Incorporation, and a \$35 check to cover filing fees.

Please address any questions to my attention at the address below.

Sincerely,

Mark Hamdan

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FILED
97 MAR 27 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gables One Tower, Suite 801
1320 South Dixie Highway
Coral Gables, FL 33146
Tel: (305) 665-5627
Fax: (305) 665-5633



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 19, 1997

Mark Hamdan
1320 S. Dixie Hwy.
Suite 801
Coral Gables, FL 33146

SUBJECT: CAREERNET OF FLORIDA, INC.
Ref. Number: P94000079818

We have received your document for CAREERNET OF FLORIDA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must contain one of the following statements.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

- (1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.
- (2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 897A00013902

AMENDED ARTICLES OF INCORPORATION CareerNet of Florida, Inc.

1. Article VI of the Articles of Incorporation of CareerNet of Florida, Inc. a Florida corporation doing business as CNI Career Networks is amended to read:

ARTICLE VI VOTING

ELECTION OF DIRECTORS

At each election for directors every stockholder entitled to vote shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

2. Article VII of the Articles of Incorporation of CareerNet of Florida, Inc. is amended to read:

ARTICLE VII

NON VOTING STOCK

This corporation is authorized to issue non voting common stock.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment, this 13 day of November 1996.

* Date of adoption November 13, 1996

President

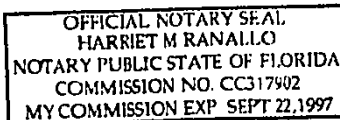
Secretary

STATE OF FLORIDA)
COUNTY OF Collier

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Monique Janine Hernandez and Maan Salim Hamdan both known to me and known by me to be the persons who executed the foregoing articles of amendment, and s/he acknowledged before me that s/he executed these articles of amendment.

In WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 26 day of November 1996.

Notary Public, State of Florida
HARRIET M. RANALLO at Large
My Commission Expires: _____



This amendment was adopted by a unanimous vote of the shareholders of the corporation on November 13, 1996.
Mark J. Hamdan