

P94000086862

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OF COUNSEL  
GREGG M. PALEY

IN LOS ANGELES:  
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June 5, 1998

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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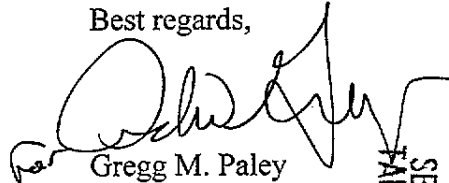
Re: Human Resource Management Corporation - Certificate of Amendment to the  
Articles of Incorporation

Dear Sir or Madam:

Enclosed herewith please find the original Certificate of Amendment to the Articles of Incorporation of Human Resource Management Corporation. Also enclosed please find a check in the amount of \$35.00 for the filing fee of same. Please send us a certified copy of same in the attached, self-addressed envelope enclosed for your convenience.

Thank you for your prompt attention to this matter.

Best regards,

  
Gregg M. Paley

GMP/am  
Enclosures

FILED  
98 JUN 30 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N/C Amend

Joe 6/30

**WICKENS & LEBOW**

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June 19, 1998

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

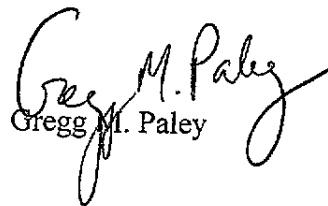
Re: Internet Mortgage Company of Palm Beach County, Inc. - Certificate of Amendment to the Articles of Incorporation

Dear Sir or Madam:

Enclosed herewith please find the original Certificate of Amendment to the Articles of Incorporation of Internet Mortgage Company of Palm Beach County, Inc. You are already in possession of the check in the amount of \$35.00 for the filing fee of same. Please send us a certified copy of same in the attached, self-addressed envelope enclosed for your convenience.

Thank you for your prompt attention to this matter.

Best regards,

  
Gregg M. Paley

GMP/abh  
Enclosures

CERTIFICATE OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
INTERNET MORTGAGE COMPANY OF PALM BEACH COUNTY, INC.

FILED  
98 JUN 30 AM 9 14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED, being President, Secretary and Treasurer of INTERNET MORTGAGE COMPANY OF PALM BEACH COUNTY, INC. hereby certifies that:

1. The name of the corporation is:

INTERNET MORTGAGE COMPANY OF PALM BEACH COUNTY, INC.

2. The Certificate of Incorporation of the Corporation was filed by the Department of State on November 30, 1994 under Number P94000086862.


3. ARTICLE ONE of the Articles of Incorporation, relating to the name of the Corporation, is hereby amended and shall read hereafter as follows:

The name of the Corporation is:

ASSOCIATED RESOURCE MANAGEMENT CORPORATION

4. The foregoing Amendment to the Articles of Incorporation was authorized by resolution of the Board of Directors and approved by the unanimous consent of all shareholders entitled to vote on 6/4/, 1998.

IN WITNESS WHEREOF of the undersigned has submitted this certificate and affirm the same as true under the penalties of perjury this 18th day of June, 1998.

  
KENNETH HEIDEGER, as President and  
Secretary

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF BROWARD    )

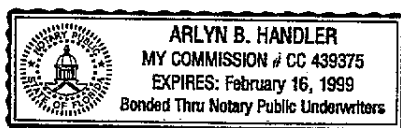
The foregoing instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_, 1998 by KENNETH HEIDEGER as President and Secretary of INTERNET MORTGAGE

COMPANY OF PALM BEACH COUNTY, INC. now changed to ASSOCIATED RESOURCE MANAGEMENT CORPORATION, a Florida corporation, on behalf of the corporation. He personally appeared before me at the time of notarization and is personally known to me or provided the following identification : \_\_\_\_\_ and did/did not take an oath.

  
NOTARY PUBLIC

ARLYN B. HANDLER

My commission expires:



**INTERNET MORTGAGE COMPANY OF PALM BEACH COUNTY, INC. JOINT  
SHAREHOLDERS AND DIRECTORS RESOLUTION IN LIEU  
OF MEETING OF SHAREHOLDERS AND BOARD OF DIRECTORS,  
PURSUANT TO SECTIONS 607.0821 AND 607.0704  
OF THE GENERAL FLORIDA CORPORATION ACT**

The undersigned persons, being all of the Directors and Shareholders of the above-named corporation (hereinafter the "CORPORATION"), hereby take the following actions by written consent in lieu of a meeting pursuant to Sections 607.0821 and 607.0704, Florida Statutes.

WITNESSETH

WHEREAS, KEN HEIDEGER constitutes all of the Shareholders and Directors of the CORPORATION; and

WHEREAS, the CORPORATION desires to change its name to ASSOCIATED RESOURCE MANAGEMENT CORPORATION and to take whatever actions are required to effectuate same.

NOW THEREFORE, upon the unanimous vote of all Shareholders and Directors, be it resolved:

1. That the recitals set forth herein are true and correct and are incorporated herein by reference.
2. The name of the CORPORATION shall be changed to ASSOCIATED RESOURCE MANAGEMENT CORPORATION.
3. The CORPORATION authorizes any acts necessary to effectuate the corporate name change.

Executed this 18th day of June, 1998.

INTERNET MORTGAGE COMPANY OF PALM  
BEACH COUNTY, INC., a Florida corporation

By: [Signature]  
KEN HEIDEGER, President

Attest: [Signature]  
KEN HEIDEGER, Secretary

[Signature]  
KEN HEIDEGER, Sole Shareholder

[Signature]  
KEN HEIDEGER, Sole Director