

P95000051703

L. GUERRY DOBBINS, JR.  
ATTORNEY AT LAW

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TELEPHONE  
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January 23, 1998

Florida Secretary of State  
Division of Corporations  
Post Office Box 1500  
Tallahassee, Florida 32302-1500

Re: Action Business and Consulting Services, Inc. /  
Florida Employment and Staffing Services, Inc.

Gentlemen:

Enclosed herewith you will find an original Amendment to Articles of Incorporation for filing with regard to the above-referenced corporation together with one copy. Also, enclosed is my check in the amount of \$35.00, in payment of the filing fees and a self-addressed, stamped envelope for returning a conformed copy to my office showing the date this document was filed.

Upon receipt of this communication, should there be any discrepancies, please do not hesitate to contact my office.

Sincerely yours,

  
L. Guerry Dobbins, Jr.

LGD, JR/db1

Enclosure

CORAPNC

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AMENDMENT TO ARTICLES OF INCORPORATION BY CHANGE OF  
CORPORATE NAME

We, the undersigned, L. GUERRY DOBBINS, JR. and MELODY M. DOBBINS, being all of the Directors and Shareholders of ACTION BUSINESS AND CONSULTING SERVICES, INC., hereinafter referred to as "Corporation", do hereby amend the original Articles of Incorporation filed with the Office of the Secretary of State, State of Florida, in the following respects:

1. That the name of this Corporation is ACTION BUSINESS AND CONSULTING SERVICES, INC., as provided by the original Articles of Incorporation issued under Charter No. P95000051703.

2. That upon the filing of this Amendment to the Articles of Incorporation with the Office of the Secretary of State, the Corporation's name shall be changed to FLORIDA EMPLOYMENT AND STAFFING SERVICES, INC.

3. That the foregoing Amendment to the Articles of Incorporation was adopted by the unanimous vote of all of the Shareholders and Directors of the Corporation on the 22nd day of January, 1998. A copy of the minutes of said meeting, as well as the Resolution approving said amendment and change of name is attached hereto and by reference made a part hereof.

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4. That the Corporation shall hereafter conduct its affairs as FLORIDA EMPLOYMENT AND STAFFING SERVICES, INC., the same as if said name had been adopted in the first instance under the grant of the charter heretofore issued.

IN WITNESS WHEREOF, the undersigned have made and subscribed this Amendment to the Articles of Incorporation at Lakeland, Polk County, Florida, this 22nd day of January, 1998.

Diane B. LaBelle

P.B. Coster

Diane B. LaBelle

P.B. Coster

L. GUERRY DOBBINS, JR.

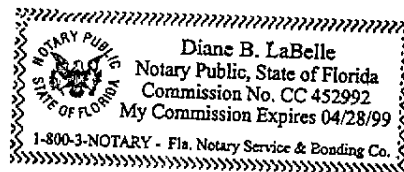
MELONY M. DOBBINS

STATE OF FLORIDA  
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally  
appeared this day, L. GUERRY DOBBINS, JR. and MELODY M.  
DOBBINS, personally known to me or who produced driver's  
licenses as identification and who being first duly sworn,  
depose and say: That they are the Directors and  
Shareholders of this Corporation, and that they executed the  
foregoing instrument freely and voluntarily for the purposes  
therein expressed.

SWORN TO AND SUBSCRIBED before me this 23rd day of  
January, 1998.

  
Notary Public



MINUTES OF SPECIAL MEETING OF  
BOARD OF DIRECTORS AND SHAREHOLDERS AND WAIVER OF NOTICE THEREOF  
ACTION BUSINESS AND CONSULTING SERVICES, INC.

Minutes of the special meeting of the Board of Directors and Shareholders of ACTION BUSINESS AND CONSULTING SERVICES, INC., held at 4:00 P.M. on January 22, 1998.

The following-named Directors and Shareholders were present, same being all of the Directors and Shareholders of the Corporation. The Secretary of the Corporation served as Chairman and declared the meeting duly convened.

The matters coming before the Directors and Shareholders were as follows:

Adoption of a resolution calling for the amendment to the Articles of Incorporation by a change of the corporate name.

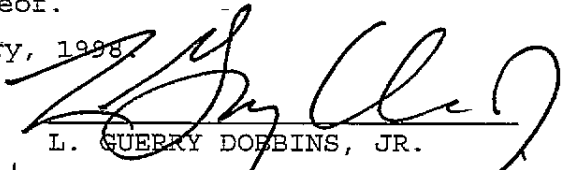
Upon motion duly made, seconded and carried, it was resolved as follows:

That the resolution calling for an amendment to the Articles of Incorporation changing the corporate name from ACTION BUSINESS AND CONSULTING SERVICES, INC., to FLORIDA EMPLOYMENT AND STAFFING SERVICES, INC., is hereby unanimously approved and a copy of said resolution is attached and made a part hereof.

There being no further business, on motion duly made, seconded and carried, the meeting was adjourned upon execution by all of the Directors and Shareholders of the Waiver of Notice of Meeting incorporated herein.

The undersigned, being all of the Directors or Shareholders of ACTION BUSINESS AND CONSULTING SERVICES, INC., do hereby consent to the special meeting held at the above-described place and time and waive any notice thereof.

DATED this 22nd day of January, 1998.

  
L. GUERRY DOBBINS, JR.

  
MELODY M. DOBBINS

RESOLUTION RE: CHANGE OF CORPORATE NAME

BE IT RESOLVED, that the Shareholders and Directors of ACTION BUSINESS AND CONSULTING SERVICES, INC., a Florida Corporation, having duly considered the need for future expansion of the business activities of the Corporation and the necessity of having a corporate name reflective of the firm's contemplated endeavors, do hereby unanimously agree that the name of the Corporation should be changed to FLORIDA EMPLOYMENT AND STAFFING SERVICES, INC., effective upon the filing of an amendment requesting said change with Florida Department of State.

RENDERED AND RESOLVED this 22nd day of January, 1998.

(CORPORATE SEAL)

