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ORLANDO, FLORIDA 32802-1059

P95000074353

April 22, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-04/27/98--01065--009
*****35.00 *****35.00

Re: STILES BUSINESS GROUP, INC.
File No. 1-95-203/Incorporation

Dear Sir/Madam:

I am enclosing herewith for filing the Amendment to Articles of Incorporation of THE PROFESSIONAL RESOURCE GROUP, INC., f/k/a STILES BUSINESS GROUP, INC., together with our check in the amount of $35.00 to cover the cost of filing said document.

Please file at your earliest opportunity and return a copy to this office. If you have any questions, please do not hesitate to contact me.

Sincerely,

Andrew L. Reiff

98 APR 27 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED AND FILED

ALR/mc
Enclosure

cc: Natalie Stiles
President

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DC
4-27-98

AMENDMENT TO ARTICLES OF INCORPORATION OF STILES BUSINESS GROUP, INC.

WHEREAS, the undersigned, being all of the Directors and all of the Shareholders of STILES BUSINESS GROUP, INC., A CORPORATION organized and existing under the laws of the State of Florida, and having its principal office in Casselberry, Florida do hereby desire to manifest their intention to adopt an Amendment to Article of Incorporation of STILES BUSINESS GROUP, INC. (hereinafter referred to as the "Articles") in the manner hereinafter set forth; and

WHEREAS, the undersigned have executed this document pursuant to the provisions of Section 607.1003 of the Florida Statutes for the purpose of expressing their unanimous intention and consent that the Articles be amended in the manner hereinafter set forth.

NOW, THEREFORE, the undersigned, each of them, do hereby manifest their unanimous intention and consent that the Articles be, and they hereby are, amended as follows:

1. Article I of the Articles shall be amended as follows:

   The name of the Corporation is:

   THE PROFESSIONAL RESOURCE GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED AND FILED

2. That the President and Secretary be and they hereby are authorized and directed to execute Articles of Amendment of the Articles of Incorporation and to have said instrument filed in the office of the Secretary of State of Tallahassee, Florida.

3. That the Secretary be and she hereby is authorized to execute a Certificate of Amendment of the Bylaws of this corporation evidencing the change of the corporate name as authorized hereby and to affix said certificates to the bylaws of this corporation.

4. That the President and Secretary be and they hereby are authorized and directed to execute any further documents, pay the necessary fees and costs, and do any and all things that may be necessary to effectuate the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned, being all the Directors and Shareholders of STILES BUSINESS GROUP, INC., have hereunto subscribed their signatures this <u>21st</u> day of <u>April</u>, 1998, and do hereby direct that this Amendment shall be filed with the Secretary of State of the State of Florida to be and become an amendment to the Articles of Incorporation of said corporation.

Signed in the presence of:

NATALIE STILES
Sole Shareholder and Director

APPROVED AND FILED
98 APR 27 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA