

Gary S. Edinger

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P96000006613
December 3, 1997

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

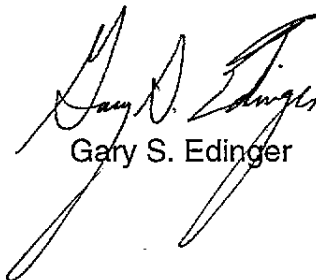
RE: Articles of Amendment for Rusher Consulting, Inc. 200002368032--3
12/10/97--01045--011
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed are the original and one copy of the First Articles of Amendment for the above-referenced Florida corporation. Also enclosed is a check in the amount of \$35.00 for your filing fee.

If the fees stated above have changed, or if there is anything further you require, please advise at your earliest convenience. Thank you for your kind assistance in this matter.

Sincerely,


Gary S. Edinger

gse
Enclosures

FILED
97 DEC -8 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 DEC -8 AM 9:15
DIVISION OF CORPORATIONS

CDRAP TVC

TLL DEC 8 1997

**FIRST ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
RUSHER CONSULTING, INC.**

FILED
97 DEC -8 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These First Articles of Amendment to the Articles of Incorporation of RUSHER CONSULTING, INC. were adopted by the Board of Directors and Shareholders of the Corporation on December 20, 1997, at a duly constituted special meeting of the said Directors and Shareholders. Accordingly, the Board of Directors and Shareholders do hereby amend, by unanimous vote (which vote is sufficient to approve an amendment), to change the name of the corporation from RUSHER CONSULTING, INC. to MICROMENDERS US, INC., and to amend the Articles of Incorporation accordingly, which Amendment shall become effective upon filing with the Department of State.

ARTICLE I

Article I of the Articles of Incorporation, is hereby amended to change the name of the Corporation to MICROMENDERS US, INC., as set forth below:

"ARTICLE I

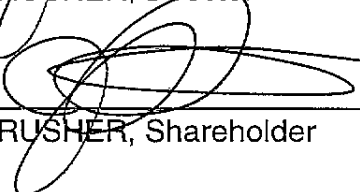
Name

The name of this corporation is MICROMENDERS US, INC."

APPROVED by the Shareholders and Directors and certified by the President and Secretary of the Corporation this 2nd day of December, 1997.



JACK RUSHER, Director



JACK RUSHER, Shareholder

CERTIFIED:



JACK RUSHER, President

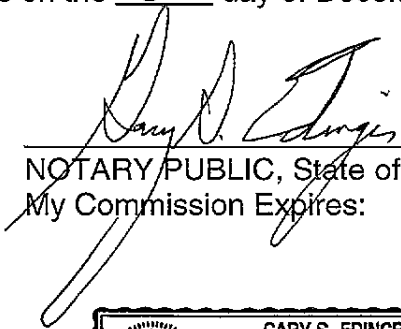
ATTEST:



JACK RUSHER, Secretary

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, appeared JACK RUSHER, who is personally known to me and who did not take an oath and he acknowledged before me that he is the President and Secretary of the foregoing Corporation and that he subscribed to these Articles on the 3rd day of December, 1997.



NOTARY PUBLIC, State of Florida
My Commission Expires:

