



THE UNITED STATES
CORPORATION
COMPANY

P96000009621

ACCOUNT NO. : 072100000032

REFERENCE : 322462 7182518

AUTHORIZATION :

Patricia Piggott

COST LIMIT : \$ 43.75

ORDER DATE : July 28, 1999

ORDER TIME : 1:29 PM

ORDER NO. : 322462-005

CUSTOMER NO: 7182518

CUSTOMER: Benjamin A. Jablow, Esq
Benjamin A. Jablow, Esq
6887 Pentland Way No. 83

Fort Myers, FL 33912

name
change
amend

700002944237--6

DOMESTIC AMENDMENT FILING

NAME: CREATIVE TOUCH, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

FILED
99 JUL 28 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
JUL 28 PM 2:25
EXAMINER'S INITIALS:
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOE
7/29/99

FILE 1st

**AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
CREATIVE TOUCH, INC.**

Pursuant to the applicable provisions of the Florida Statutes, the undersigned corporation adopted the following amendments to its Articles of Incorporation:

The undersigned corporation, being CREATIVE TOUCH, INC., a Florida Corporation, the Articles of Incorporation of which became effective on January 30, 1996, under Charter Number P96000009621 resolves that the Articles of Incorporation be and the same are hereby amended in the following particulars:

I. ARTICLE 1 is hereby amended to read as follows:

The name of the corporation shall be:

SMART PAYROLL SOLUTIONS III, INC.

The foregoing AMENDMENTS TO THE ARTICLES OF INCORPORATION OF CREATIVE TOUCH, INC. were approved and adopted by the Stockholders of the Corporation at a meeting of the Stockholders that was held on the 15th day of July, 1999 at which all of the stockholders were present, said stockholders represented a quorum as required by the Corporate By-laws, and said AMENDMENT received a unanimous vote by the stockholders to amend the ARTICLES OF INCORPORATION.

DATED at Fort Myers, Florida, this 15th day of July, 1999.

SMART PAYROLL SOLUTIONS III, INC.
a Florida Corporation, formerly,
CREATIVE TOUCH, INC.

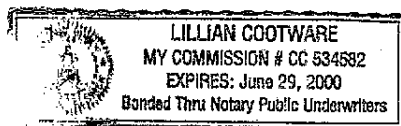
By: Thomas W. Lambert
Thomas Lambert, President

Attest: Martha M. Laft
Martha, Secretary

STATE OF FLORIDA
COUNTY OF LEE

THE FOREGOING instrument was acknowledged before me this 15th day of July, 1999, by Thomas Lambert, as President of **SMART PAYROLL SOLUTIONS III, INC.**, a Florida Corporation, formerly, CREATIVE TOUCH, INC. who is personally known to me, or who has produced _____ as identification, and who did take an oath and he acknowledged executing the foregoing instrument on behalf of the corporation freely and voluntarily.

NOTARY PUBLIC STATE OF FLORIDA



Lillian Cootware
LILLIAN COOTWARE
Typed/Printed Name of Notary

My Commission Expires: