

P96000079569
CENTURY PERSONNEL SERVICES, INC.

2514 Hollywood Blvd., Suite 305
Hollywood, FL 33020

Telephone 954-929-2919
Fax 954-929-2434

April 4, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Amendment Section

100002137461--5
-04/09/97--01045--001
*****96.25 *****96.25

To Whom it May Concern:

We wish to amend the articles of incorporation of Century Personnel Services, Inc.

Enclosed is the articles of amendment as well as a check for ninety six and 25/100 dollars (\$96.25). Please send us a certified copy of the amendment.

The above letterhead indicates our address and telephone number.

Thank you for your attention to this matter.

Sincerely,

Michael J. Sullivan, Sr.

Michael J. Sullivan, Sr.
President

MJS:mhj

Encl.

97 MAY -6 PM 2:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/5/6/1
6/26
4/11/1

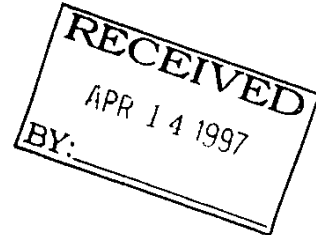


FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 11, 1997

MICHAEL J. SULLIVAN
CENTURY PERSONNEL SERVICES
2514 HOLLYWOOD BLVD., SUITE 305
HOLLYWOOD, FL 33020

SUBJECT: CENTURY PERSONNEL SERVICES, INC.
Ref. Number: P96000079569



We have received your document for CENTURY PERSONNEL SERVICES, INC. and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 097A00018323

★
ADD
TO
LETTER

RECEIVED
97 MAY -2 AM 7:42
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CENTURY PERSONNEL SERVICES, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

Amendments adopted:

ARTICLE I NAME

The name of the corporation shall be changed to:

CPS Holdings, Inc.

ARTICLE II PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be changed to:

**2514 Hollywood Blvd., Suite 305
Hollywood, FL 33020**

ARTICLE IV REGISTERED AGENT AND ADDRESS

The name and address of the registered agent shall be changed to:

**Michael J. Sullivan, Sr.
2514 Hollywood Blvd., Suite 305
Hollywood, FL 33020**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Registered Agent

SECOND:

The date of each amendment's adoption: March 15, 1997.

THIRD:

Adoption of Amendments

The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 15th day of March, 1997.

Signature:



Michael J. Sullivan, Sr. / Pres.

FILED
97 MAY -6 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA