

KETCHY HORAN, P.A.
ATTORNEYS AT LAW

PHILLIP A. BALIMA
TAE KELLEY BRONKHORST
ALFRED A. COLBY
SARAH H. DENNIS
JUDITH A. ENGLISH
STEVEN L. HEARN
MICHAEL P. HORAN
CHARLES F. KETCHY, JR.*
JOHN B. NEUKAMM*
VICTORIA KENT SHACKLEY

* Board Certified Wills, Trusts
and Estates
† Board Certified Business Bankruptcy—
American Bankruptcy Board of Certification
* Board Certified Civil Trial
* Board Certified Real Estate
Δ Certified Circuit Court Mediator

December 31, 1996

100 NORTH TAMPA STREET
SUITE 1900
TAMPA, FLORIDA 33602-5145
TELEPHONE (813) 223-9395
FACSIMILE (813) 221-1348

1647 SUN CITY CENTER PLAZA
SUITE 200
SUN CITY CENTER, FLORIDA 33573
TELEPHONE (813) 633-1200

MAILING ADDRESS:
POST OFFICE BOX 500
TAMPA, FLORIDA 33601-0500

FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Filing of Articles of Amendment for
TBM Staffing, Inc.
Our File No. 524401

Dear Sir or Madam:

Enclosed is an Amendment to the Articles of Incorporation
for TBM Staffing, Inc., together with a check in the amount of
\$87.50 to cover the following fees:

Fee for filing Amendment	\$35.00
Fee for certified copy of Amendment	<u>52.50</u>
TOTAL	\$87.50

Please forward the certified copy of the Amendment to this
office after filing. Thank you for your cooperation in connec-
tion with this matter.

Sincerely,

John B. Neukamm

Enclosures

cc: Mr. Kevin Little

JBN\03\394

FILED
97 JAN -2 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-01/03/97-01034-009
*****87.50 *****87.50

**AMENDMENT
TO ARTICLES OF INCORPORATION OF
TBM STAFFING, INC.**

The undersigned, being the President and Secretary of TBM Staffing, Inc., a Florida corporation (the "Corporation"), hereby certifies as follows:

I.

The present name of the Corporation is TBM Staffing, Inc.

II.

By written action of the directors and stockholders dated December 31, 1996, the following resolutions changing the capital structure of the Corporation were unanimously adopted in accordance with Section 607.1003 of the Florida Business Corporation Act:

RESOLVED that, effective, December 31, 1996, Article V of the Articles of Incorporation of TBM Staffing, Inc., is hereby deleted in its entirety and a new Article V is substituted in its place, which shall read as follows:

ARTICLE V

Capital Stock

This corporation is authorized to issue five million (5,000,000) shares of common voting stock having a par value of one cent (\$.01) per share. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be non-assessable.

RESOLVED that the officers of this Corporation are hereby authorized and instructed to execute and file Articles of Amendment with the Florida Department of State, in the form and manner required by Florida law.

FILED
97 JAN -2 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

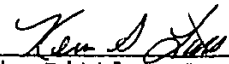
RESOLVED that each share of stock previously issued by the Corporation shall be exchanged for one share of the Corporation's common stock.

The undersigned, being the President and Secretary of the Corporation, execute this Amendment and certify to the truth of the facts stated herein as of the 31st day of December, 1996.


Kevin Little, President

ATTEST

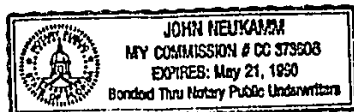
(Corporate Seal)

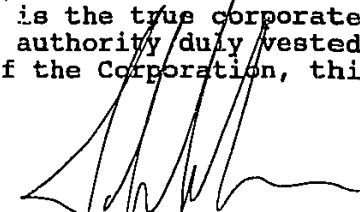

Kevin Little, Secretary

STATE OF FLORIDA)

COUNTY OF HILLSBOROUGH)

Before me, the undersigned authority, personally appeared Kevin Little, who is personally known to me, in his capacity as the President and Secretary of TBM Staffing, Inc., a Florida corporation, and he acknowledged that he executed the foregoing Amendment to Articles of Incorporation of TBM Staffing, Inc., for and on behalf of the Corporation, as its President and Secretary, and that the seal affixed hereto is the true corporate seal of the Corporation, all pursuant to authority duly vested in him by the stockholders and directors of the Corporation, this 31st day of December, 1996.




Notary Public, State of Florida

Notary's Printed Name
My Commission Expires:

JBN\03\395-A