

PeopleSolutions, Inc.

P97000012039

March 26, 1997

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32314

9000002136679--5
-04/08/97--01092--002
*****35.00 *****35.00

SUBJECT: Change of Articles of Incorporation for Berry Business Systems, Inc. , Document number
P97000012039

Enclosed is an original and one (1) copy of the revision to the Articles of Incorporation and a check for \$35 for the change fee. Please stamp the copy with the filing date and return to me at the above address. I have couriered this with prepaid return to expedite the process as much as possible. We would like to begin doing business in the changed name as soon as possible.

Sincerely,



Susanne Kinsella

APR 21 1997
1/mcnd/KC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 PM 4:19

PeopleSolutions, Inc.

April 18, 1997

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32314

SUBJECT: Articles of Amendment for Berry Business Systems, Inc. , Document number P97000012039

Enclosed is an original and one (1) copy of the Articles of Amendment, revised as requested by the enclosed correspondence. Please stamp the copy with the filing date and return to me at the above address. I have couriered this with prepaid return to expedite the process as much as possible. If you have any questions, please feel free to call me at (813) 258-3915 or fax at (813) 254-3292.

Sincerely,



Susanne Kinsella



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 11, 1997

SUSANNE KINSELLA
PEOPLESOLUTIONS, INC.
502 S. FREMONT, #105
TAMPA, FL 33606

SUBJECT: BERRY BUSINESS SYSTEMS, INC.
Ref. Number: P97000012039

We have received your document for BERRY BUSINESS SYSTEMS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please entitle your document Articles of Amendment.

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 097A00018371

RECEIVED
97 APR 21 PM 4:30
DIVISION OF CORPORATIONS

Articles of Amendment
Of
Berry Business Systems, Inc.
Document Number P97000012039

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 PM 4: 19

The name of the corporation shall be changed from **Berry Business Systems, Inc.** to **PeopleSolutions, Inc.** This amendment is adopted 3/31/97 and was approved by the Board of Directors and a unanimous vote of the shareholders on that date.

The principal place of business will remain 18928 St. Laurent Drive, Lutz, FL 33549

The total authorized stock of the corporation will remain 1,500 shares

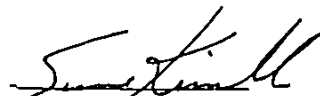
The registered agent of the corporation will change from Larry Wolfe at 200-A John Knox Road, Tallahassee FL 32303-6643 to Susanne Kinsella at 502 S. Fremont #105, Tampa, FL 33606. This amendment is adopted 3/31/97 and was approved by the Board of Directors and a unanimous vote of the shareholders on that date.

The Board of Directors will change to the following:

Margaret K. Berry - 18928 St. Laurent Drive, Lutz, FL 33549
Susanne Kinsella - 502 S. Fremont #105, Tampa, FL 33606
Ned Lawton - 1324 80th St. South, St. Petersburg, FL 33707
James Eyer - 3923 Doral Dr., Tampa, FL 33634
Mike Dean - 5202 Avenue La Crosse, Lutz, FL 33549

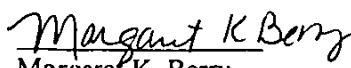
This amendment is adopted 3/31/97 and was approved by the previous Board of Directors and a unanimous vote of the shareholders on that date.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


Susanne Kinsella
Registered Agent

4-18-97
Date

I hereby agree to the above noted changes to the Articles of Incorporation.


Margaret K. Berry
President

4-18-97
Date