

Memorandum

Friday, June 12, 1998

P970000061812

To: Division of Corporations
From: Kenneth Picinich
Subject: Merit-One, Inc. to Merit Solutions, Inc. - Name Change / Certification of Filing

We are enclosing a Resolution changing the corporations name as well as a check for \$87.50 to cover the filing fee and certification fee. Should you have any questions, please do not hesitate contacting our office.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 JUN 15 AM 10:54
APPROVED
AND
FILED

Articles of Amendment

(FS §§ 607.177, 607.181, 607.184, 607.187, 607.191)


3. The following provisions of the Articles of Incorporation of MERIT-ONE, INC., a Florida corporation, filed in Tallahassee on July 15, 1997, be and they hereby are amended in the following particulars:

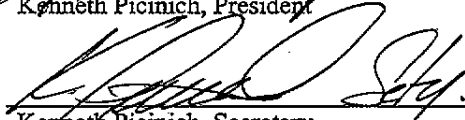
Article I be the name of this corporation is MERIT-ONE, INC.. and it hereby is amended to read as follows:

"the name of this corporation is MERIT SOLUTIONS, INC."

4. The foregoing amendments were adopted by the Stockholders and Directors of the corporation on the 12th day of June, 1998.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 12th day of June, 1998.


Kenneth Picinich, President


Kenneth Picinich, Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 15 AM 10:54


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AND
FILED

COUNTY OF PALM BEACH

STATE OF FLORIDA

BEFORE ME, the undersigned authority, personally appeared *Kenneth Picinich* known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executes such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of June, 1998.


Notary Public, State of Florida

My commission expires:



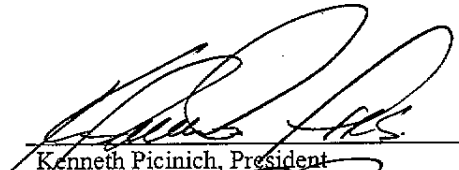
Lee Sarkin
My Commission **CC742432**
Expires June 27, 2002

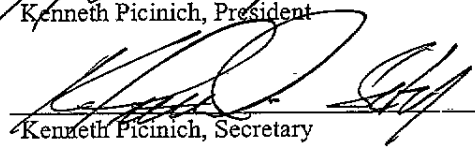
Resolution Changing Corporation Name

RESOLVED AS FOLLOWS:

5. That the name of the corporation be changed to that of MERIT SOLUTIONS, INC.
6. That the President and the Secretary be and they hereby are authorized and directed to execute Articles of Amendment of the Articles of Incorporation and to have said instrument filed in the office of the Secretary of State in Tallahassee, Florida.
7. That the Secretary be and he hereby is authorized to execute a Certificate of Amendment of the Bylaws of this corporation evidencing the change of the corporate name as authorized hereby and to affix said certificate to the bylaws of this corporation.
8. That the President and the Secretary be and they hereby are authorized and directed to execute any further documents, pay the necessary fees and costs, and do any and all things that may be necessary to effectuate the foregoing resolutions.

DATED: June 12, 1998


Kenneth Picinich, President


Kenneth Picinich, Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 15 AM 10:54

APPROVED
AND
FILED