mployers Research Services, Inc.

Post Office Box 4536 Winter Park, FL 32793-4536 407-658-2250 or 888-677-0511 407-275-7528 Fax

December 3, 1999

Florida Department of State **Division of Corporations** PO Box 6327 Tallaassee, FL 32314

RE: Officer/Director Resignation Corporation # P98000008230

Dear Sir/ Madam,

Please find attached copies of the paperwork regarding the resignation of Rebecca Parker as an officer/director of Employers Research Services, Inc.

In addition, a filing fee of \$35.00 is enclosed. If you have any questions, please don't hesitate to contact us.

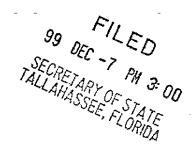
Thank you for your assistance in this matter.

Sincerely,

Susan M. Stevens Vice President

Enc.

Off lain T. LEWIS DEC 1 3 1999.



OFFICER/DIRECTOR RESIGNATION OF EMPLOYERS RESEARCH SERVICES, INC.

I, REBECCA PARKER hereby resign as Officer/Director of EMPLOYERS

RESEARCH SERVICES, INC. A corporation organized under the laws of the

State of Florida; and

That the corporation has been notifed in writing of the resignation.

(Signature of resigning officer/director)

FILED
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SECRETARY OF STATE

EMPLOYERS RESEARCH SERVICES, INC.

WRITTEN CONSENT IN LIEU OF

DIRECTORS AND /OR SHAREHOLDERS MEETING

The following resolutions are hereby adopted upon unanimous written consent of all Directors and Shareholders of Employers Research Services, Inc.;

RESOLVED, that Patrick M. Sidorchuk will purchase 16 shares from Rebecca Parker at Sixteen (\$16.00) dollars per share and other valuable consideration; and

RESOLVED, that the Shareholders and/or Directors hereby approve the purchase by Patrick M. Sidorchuk of the aforementioned shares from Robecca Parker for Sixteen (\$16.00) dollars per share and other good and valuable consideration.

Dated: 6/30/99, 1999.

Patrick M. Sidorchuk, Sharcholder/Director

Susan M. Stevens, Shareholder/ Director

Rebecca Parker, Shareholder/ Director