CYNTHIA L. JAKEMAN

MARY ANN STILES RAYFORD H. TAYLOR ROBERT J. GRACE, JR. JOHN S. (JAKE) SMITH HELEN ALYSANDRATOS DIANE M. ANTELL ERIKA BRENNEMAN GARY G. CARPENTER FERMAN M. FERNANDEZ TAMELA W. IVEY CAROL C. KAMEL ЈАМЕЅ В. МССЕЕ, ПТ COURTNEY L. RIVERS FELICE D. RIVERS RENEE M. SMITH-HAMBLEY SUSAN STEAKLEY MATTHEW WAX STEPHEN B. WILSON

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June 5, 2001

REPLY TO: TAMPA

Division of Corporations Post Office Box 6327

Tallahassee, Florida 32314

Attention: Amendment Section

Articles of Amendment to RFD Group,

FEI#: 65-0860603

Dear Sir/Madam:

Please find the enclosed articles of amendment to the above captioned corporation for filing, along with a draft in the amount of \$35.00.

If you have any questions, please contact me at the abovestated telephone number.

Thank you for your time and attention to this matter.

Very truly yours,

STILES, TAYLOR & GRACE, P.A.

Ann Stiles

MAS/060/gdc/MAS Enclosures

Original

ARTICLES OF AMENDMENT TO

ARTICLE OF INCORPORATION OF

RFD GROUP, INC.

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of the above-named corporation are amended as follows:

FIRST: Amendments adopted:

Article I is being amended as follows:

THE NAME OF THE CORPORATION SHALL BE

Employer's 1st Trust II, Corp.

Article II is being amended as follows:

THE STREET ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE:

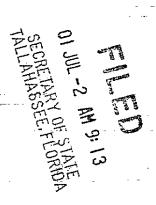
1311 North Westshore Boulevard Suite 300 Tampa, Florida 33607

Article III is being amended as follows:

THE CORPORATION HEREBY APPOINTS ITS NEW REGISTERED AGENT AND OFFICE IN THE STATE OF FLORIDA:

Mary Ann Stiles
315 Plant Avenue
Tampa, Florida 33606

SECOND: The date of the amendment's adoptions: b/S/bI



THIRD: Adoption of Amendments

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

Signed the Standard day of June, 2001

MARY ANN STILES

President

CONSENT TO APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes (2000).

MARY ANN STILES