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REPLY TO: TAMPA

June 5, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
Attention: Amendment Section

300004457093--2
-07/03/01--01013--001
*****35.00 *****35.00

RE: Articles of Amendment to RFD Group, Inc.
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 above-stated telephone number.

Thank you for your time and attention to this matter.

Very truly yours,

STILES, TAYLOR & GRACE, P.A.

Mary Ann Stiles
Mary Ann Stiles

MAS/060/gdc/MAS
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUL -2 AM 9:13

FILED

② NC 10/12/01

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: 6/5/01

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01 JUL -2 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 5th 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