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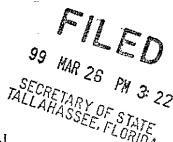
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Examiner's Initials 3/29

ARTICLES OF AMENDMENT

TO



ARTICLES OF INCORPORATION

OF

GOOD LOOKS RECRUITING, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST The Officers of the Corporation shall be:

President:

Alan L. Turnquist

Secretary:

Alan L. Turnquist

Treasurer:

Alan L. Turnquist

whose addresses shall be the same as the principal address of the Corporation.

SECOND: The Director(s) of the Corporation shall be:

Alan L. Turnquist

whose addresses shall be the same as the principal address of the Corporation.

THIRD: The date of the adoption of this amendment is the 12 March 1999.



FOURTH: The amendment was adopted by the Board of Directors. No Shareholder

action was required for adoption.

FIFTH: This amendment shall be effective upon the filing with the Secretary of State

of Florida.

Signed this 12 March 1999.

ARTAMEND.PRES

Alan L. Turnquist, Chairman of the Board

of Directors