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*****35.00 *****35.00

September 6, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: *International Association of Professionals, Inc.*

Dear Sir or Madam:

Enclosed find an original plus one copy of the Articles of Amendment for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$35.00 representing the filing fee. I would appreciate receiving a copy of the Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

Leslie K. Weaver
Secretary to Gary B. Frese

NC
9-19-01
BKS

FILED
01 SEP 12 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/lkw
Enclosure as stated

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
INTERNATIONAL ASSOCIATION OF PROFESSIONALS, INC.**

FILED

SEP 12 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

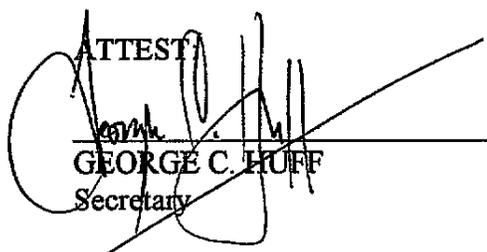
I, **GEORGE C. HUFF**, being the President of **INTERNATIONAL ASSOCIATION OF PROFESSIONALS, INC.**, do hereby certify to the Secretary of State that on the 31st day of August, 2001, the following resolution was duly and legally adopted by all Directors and all Shareholders of said Corporation pursuant to Florida Statutes Sections 607.0821 and 607.0704:

BE IT RESOLVED that Article I of the Articles of Incorporation is amended as follows:

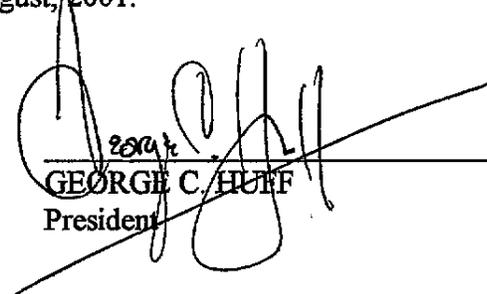
"ARTICLE I. NAME

The name of the corporation shall be **EMPLOYERS INTERNATIONAL, INC.** The principal place of business of this corporation shall be 2287 W. Eau Gallie Blvd., Suite B, Melbourne, Florida 32935."

I do hereby certify that said Resolution has not been altered, amended or rescinded and that it is in full force and effect this 31st day of August, 2001.

ATTEST


GEORGE C. HUFF
Secretary

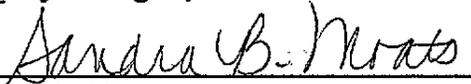


GEORGE C. HUFF
President

STATE OF FLORIDA
COUNTY OF BREVARD

ON THIS DAY before me, an officer duly authorized to take acknowledgments and administer oaths, personally appeared **GEORGE C. HUFF**, as President and Secretary, who is personally known to me.

WITNESS my hand and official seal this 31st day of August, 2001.



Notary Public
State of Florida at Large