

P990000062025



ACCOUNT NO. : 072100000032

REFERENCE : 346980 4326591

AUTHORIZATION :

*Patricia Pignatelli*

COST LIMIT : \$ 43.75

ORDER DATE : August 19, 1999

ORDER TIME : 10:34 AM

ORDER NO. : 346980-005

CUSTOMER NO: 4326591

700002964097--9

CUSTOMER: Ms. Denell Sequeira  
Fowler White Gillen Boggs  
Suite 1700  
501 East Kennedy Boulevard  
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: ANDERSON PARTNERS &  
ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

*Amend + N.C.*  
C. COULLETTE AUG 19 1999

FILED  
99 AUG 19 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
99 AUG 19 AM 11:21  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
ANDERSON PARTNERS & ASSOCIATES, INC.**

WHEREAS, the Articles of Incorporation for ANDERSON PARTNERS & ASSOCIATES, INC. were filed with and approved by the Secretary of State of Florida on the 1<sup>st</sup> day of July, 1999, and

WHEREAS, it is the intention of a majority of the directors of ANDERSON PARTNERS & ASSOCIATES, INC. that the Articles of Incorporation be amended in accordance with the Amendment to the Articles of Incorporation hereinafter set forth; and

WHEREAS, the proposed Amendment to the Articles of Incorporation of ANDERSON PARTNERS & ASSOCIATES, INC. hereinafter set forth was approved by the all of the directors of ANDERSON PARTNERS & ASSOCIATES, INC. and does not contain any amendment requiring Shareholder approval on the 1<sup>st</sup> day of August, 1999; and

WHEREAS, the approval of the Secretary of State of Florida of the proposed Amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of ANDERSON PARTNERS & ASSOCIATES, INC. are hereby amended by deleting in its entirety the present Article I and by substituting therefor the following, to-wit:

**"ARTICLE I  
Name**

The name of the corporation shall be:

ANDERSON EXECUTIVE SEARCH, INC.

The principal office and mailing address of this corporation shall be 1200 Finch Avenue East, Suite 306, Toronto, Ontario, Canada M3C 1H9."

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation is hereby executed on behalf of ANDERSON PARTNERS & ASSOCIATES, INC. by the directors of the Corporation who hereby approve this Amendment this 1<sup>st</sup> day of August, 1999.

BOARD OF DIRECTORS

\_\_\_\_\_  
Philip Talaska

\_\_\_\_\_  
Byron Duncombe

FILED  
99 AUG 19 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WRITTEN STATEMENT MANIFESTING DIRECTOR  
APPROVAL OF AN  
AMENDMENT TO THE ARTICLES OF INCORPORATION OF  
ANDERSON PARTNERS & ASSOCIATES, INC.**

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The undersigned, being a majority of the Board of Directors of ANDERSON PARTNERS & ASSOCIATES, INC., whose Articles of Incorporation were filed with, and approved by, the Secretary of State of the State of Florida on the 1<sup>st</sup> day of July 1999, hereby manifest our intention that the Articles of Incorporation of ANDERSON PARTNERS & ASSOCIATES, INC. be amended in accordance with the amendment set forth in Exhibit A attached hereto and made a part hereof as if fully set forth herein.

IN WITNESS WHEREOF, a majority of the Board of Directors of ANDERSON PARTNERS & ASSOCIATES, INC. have executed this written statement and does not contain any amendment requiring Shareholder approval on this 15<sup>th</sup> day of August 1999.

BOARD OF DIRECTORS

Philip Talaska

Byron Duncombe