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LAW OFFICES
JOSEPHS, JACK & GAEBE

A PROFESSIONAL ASSOCIATION

December 9, 1999

FILED
99 DEC 13 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 31399

800003068348--8
-12/13/99-01132-002
*****35.00 *****35.00

Re: Autoemploy.Com, Inc.

Dear Madam/Sir:

Enclosed are Amended Articles of Incorporation and our firm check in the sum of \$35.00 representing the filing fee.

Thank you.

Very truly yours,



Margaret M. Gatto
Legal Assistant

MMG:wp
Enclosures

*Margaret Gatto gave Authorization
to Delete "Initial" in art. VI
12/29 JB*

Amend.

V. SHEPARD DEC 29 1999

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AUTOEMPLOY.COM, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is **six hundred (600)**, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.


ARTICLE VI

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The ~~initial~~ board of directors shall consist of **three (3)** members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the ~~initial~~ ^{*af*} board of directors are:

Director	Address
Thomas Michael Cannata	25 Tyler Road Middlebury, CT 06762
John Michael Fitzgerald	1633 N.E. 17th Avenue Fort Lauderdale, FL 33305
John Thomas Fitzgerald	15 Castlebridge Court Wexford Plantation, Hilton Head Island, SC 29928

IN WITNESS WHEREOF, the amendments were adopted by the incorporator without shareholders action and shareholders action was not required.

Signed this 8th day of December, 1999.


Thomas Michael Cannata
Sole/ Incorporator