29/176 JOSEPHS, JACK & GAEBE

A Professional Association

December 9, 1999



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

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,

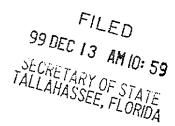
Margaret M. Gatto Legal Assistant

MMG:wp **Enclosures**

Margaret Latto gave Authorization to Relete "IN:tial" is ant. II

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



Pursusant 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 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 _____day of December, 1999.

Thomas Michael Cannata

56/e Incorporator