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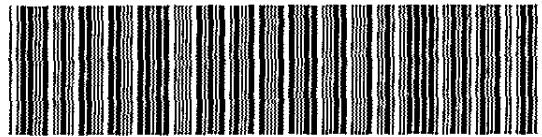
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2004 APR 29 PM 3:02

Amendment
LFB
5-6-04

LEBOEUF, LAMB, GREENE & MACRAE
L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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WRITER'S DIRECT DIAL, (904) 357-5717
WRITER'S DIRECT FACSIMILE, (904) 353-1673

LONDON
(A LONDON-BASED
MULTINATIONAL PARTNERSHIP)
PARIS
BRUSSELS
JOHANNESBURG
(PTY) LTD.
MOSCOW
RIYADH
(AFFILIATED OFFICE)
BISHKEK
ALMATY
BEIJING

April 29, 2004

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Personnel Development Systems, Inc.

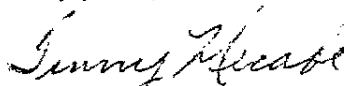
Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Amendment to the Articles of Incorporation of the above-referenced corporation. Also enclosed is a check in the amount of \$43.78 representing:

Filing Fee:	\$35.00
Fee for One Certified Copy Of Amended Articles:	\$ <u>8.75</u>
TOTAL	\$43.75

Please forward to us a certified copy of the Amendment to the Articles of Incorporation after filing. If you should have any questions, please call.

Very truly yours,


Virginia L. Mecabe, Paralegal

Enclosures

cc: Ms. Leslie Kritzman

2004 APR 29 PM 3:02

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
PERSONNEL DEVELOPMENT SYSTEMS, INC.

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:

1. The name of this Corporation is Personnel Development Systems, Inc.
2. Article III of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of Class A Common Stock, all of which shall be of the par value of \$.01 per share. With respect to all matters which stockholders are entitled to vote or to which stockholders are entitled to give consent, the Class A Common Stock shall not carry any voting rights other than those required pursuant to the Florida Business Corporation Act. This Corporation is authorized to issue 100 shares of Class B Common Stock, all of which shall be of the par value of \$.01 per share. With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, each shareholder of the Class B Common Stock shall be entitled to one vote for each share of Class B Common Stock owned by such shareholder."

3. Prior to the adoption of the foregoing amendment, the Corporation had authorized 1,000 shares of common stock, \$.01 per share, two hundred (200) shares of which are issued and outstanding. All of the two hundred (200) shares of issued and outstanding common stock are held by one person who will return such shares to the Corporation to be exchanged effective April 27, 2004, for 85 shares of Class B Common Stock. The returned shares of common stock will be cancelled effective April 27, 2004.

4. The foregoing amendment was adopted pursuant to Section 607.1003, Florida Business Corporation Act, by the Written Consent to Resolutions by the sole director and shareholder of the Corporation on amendment was sufficient for approval on April 27, 2004.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has hereunto set his hand this 27 day of April, 2004.

PERSONNEL DEVELOPMENT SYSTEMS, INC.

By: _____

Lowell D. Harthorn
Lowell D. Harthorn, President