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ACCOUNT NO. : 072100000032

REFERENCE : 585203 9228A

AUTHORIZATION :

COST LIMIT : \$ ~~500.00~~ *Patricia Pagan*
Prepaid

ORDER DATE : October 31, 1997

ORDER TIME : 10:36 AM

ORDER NO. : 585203-005

CUSTOMER NO: 9228A

000002335430--1

-10/31/97--01092--003

****210.00 *****87.50

CUSTOMER: Daniel M. Coton, Esq
Trinkle Redman Swanson Byrd &
121 North Collins Street

Plant City, FL 33566

DOMESTIC AMENDMENT FILING

NAME: RICHARD J. BERO, C.P.A., P.A.

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: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
97 OCT 31 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
cert 32.88

RECEIVED
97 OCT 31 PM 12:16
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

*NC41
AM [signature]*

OFFICE OF
TRINKLE, REDMAN, SWANSON, BYRD & COTON, P. A.
ATTORNEYS AT LAW

121 NORTH COLLINS STREET
P. O. BOX 11
PLANT CITY, FLORIDA 33564-9040

TELEPHONE (813) 752-6133
TELECOPIER (813) 754-8957

JOHN R. TRINKLE (1901-1969)

JOHNNIE B. BYRD, JR.

DANIEL M. COTON

JAMES L. REDMAN

CONRAD SWANSON

ROBERT S. TRINKLE

DEBORAH R. TRACY

October 30, 1997

Corporate Records Bureau
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Richard J. Bero, CPA, P.A.

Gentlemen:

Enclosed herewith are proposed Articles of Amendment of the above-referenced corporation, together with Resignation of Registered Agent and Certificate of Designation of Registered Agent, which we ask that you please file and forward to us a certified copy of same.

Also enclosed herewith is my firm's check payable to your order in the amount of \$210.00, in payment of \$35.00 amendment fee, \$35.00 for change of registered agent, \$87.50 for resignation of registered agent, and \$52.50 for a certified copy of the Articles of Amendment.

Thank you for your assistance in this matter

Very truly yours,


Daniel M. Cotton

DMC:tw
Enclosures

ARTICLES OF AMENDMENT
OF
RICHARD J. BERO, C.P.A., P.A.

FILED
97 OCT 31 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RICHARD J. BERO, C.P.A., P.A., a Florida corporation, under its corporate seal and the hands of its President, MICHAEL S. SPARKMAN, and Secretary, WILLIAM J. KEEL, hereby certifies that:

The Stocholders and Board of Directors of RICHARD J. BERO, C.P.A., P.A., at a joint meeting called and held on October 30, 1997, adopted the following resolution:

"BE IT RESOLVED by the Stockholders and Board of Directors of RICHARD J. BERO, C.P.A., P.A., a Florida corporation, that said Stockholders and Board deem it advisable and hereby declare it to be advisable that Article I of the Articles of Incorporation be amended, changed and altered, so as to read as follows:

'The name of the corporation is EMPLOYER'S ALLIANCE II, INC.

The principal place of business of this corporation shall be:

702 Tillman Place
Plant City, Florida 33566'

BE IT FURTHER RESOLVED by the Stockholders and Board of Directors of RICHARD J. BERO, C.P.A., P.A., a Florida corporation, that said Stockholders and Board deem it advisable and hereby declare it to be advisable that Article III of the Articles of Incorporation be amended, changed and altered, so as to read as follows:

'The maximum number of shares of stock that this Corporation shall be authorized to have outstanding at any time shall be 800,000,000 shares of common stock, without par value.

The common stock shall be paid for at such time as the Board of Directors may designate, in cash, real or personal property, service, patents, leases or any other valuable right or thing, for the uses and purposes of the Corporation, and all shares of

the uses and purposes of the Corporation, and all shares of capital, when issued in exchange therefor, shall thereupon and thereby become and be paid in full the same as though paid for in cash at par, and shall be nonassessable forever and the judgment of the Board of Directors as to the value of any property, right or thing acquired in exchange for capital stock shall be conclusive.'

BE IT FURTHER RESOLVED by said Stockholders and Board of Directors that a special joint meeting of the stockholders and directors of record entitled to vote, for the consideration of said amendment, be and the same is hereby called to be held at the office of Trinkle, Redman, Swanson, Byrd & Coton, P.A., located 121 N. Collins Street, Plant City, Florida, October 30, 1997."

The joint meeting of the stockholders and the directors of the corporation called by the Stockholders and Board of Directors as aforesaid was held on October 30, 1997, at 2:30 o'clock p.m., at the office of the Trinkle, Redman, Swanson, Byrd & Coton, P.A., located at 121 N. Collins Street, Plant City, Florida, and at said special joint meeting of the stockholders and directors, said amendment of the Articles of Incorporation was duly adopted by the unanimous vote of all the stockholders and directors.

IN WITNESS WHEREOF, said corporation has caused these Articles of Amendment to be signed in its name by its President and its corporate seal to be hereunto affixed, attested by its Secretary this 30TH day of October, 1997.

RICHARD J. BERO, C.P.A., P.A.

By: 

Michael S. Sparkman, President

Attest:


William J. Keel, Secretary

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On this 30th day of October, 1997, personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments of deeds, Michael S. Sparkman and William J. Keel, President and Secretary, respectively, of Richard J. Bero, C.P.A., P.A., a Florida corporation, and acknowledged that they executed the above and foregoing Articles of Amendment as such officers for and on behalf of said corporation after having been duly authorized so to do. They are personally known to me or have produced their Florida Driver Licenses as identification.

WITNESS my hand and official seal at Plant City, Hillsborough County, Florida, this

30th day of October, 1997.

Barbara Morris

Notary Public, State of Florida
at Large

Barbara Morris 4-23-98

Printed Name of Notary

My commission expires:

