

537417

Inca Mill Works, Inc.
5003 32nd Street, East
Bradenton, Florida 34203

January 4, 1999

Florida Department of State
Division of Corporations
Corporate Records
PO Box 6327
409 East Gaines Street
Tallahassee, Florida 32314

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*****78.75 *****~~43~~.75

RE: Document number S37417

Dear Sir/Madam,

I am enclosing \$78.75 for your fee for the two changes
in the Articles of Incorporation for Inca Mill Works, Inc.
and a for a certified copy of the changes.

Thank you in advance for your assistance.

Sincerely,

Robert R. Clouser, President
Inca Mill Works, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended N.C.
1-13-99
CC

**SECOND AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INCA MILL WORKS, INC.**

CHARTER NUMBER S37417
FEDERAL ID NUMBER 65-0249560

Pursuant to the provisions of section 607.1006, Florida Statutes,

INCA MILL WORKS, INC.

adopts the following amendments to articles I and III of its articles of incorporation.

The undersigned, being the president of, **INCA MILL WORKS, INC.**, (the "CORPORATION") hereby manifests his intention, in accordance with Section 607.1006, Florida Statutes, and the shareholders and directors of the Corporation, as adopted at a special meeting on December 31, 1998 that the following amendments to the Articles of Incorporation of, **INCA MILL WORKS, INC.**, be adopted and approved and adopt the amendments:

AMENDMENTS

ARTICLE I (NAME), is amended to read:

The name of this Corporation is;

MULLIS GROUP II, INC.

ARTICLE III (PURPOSES), is amended and replaced by the following:

The general character of the business to be transacted by this corporation shall be as follows:

(a) The company shall function as a professional employer organization providing employee leasing, human resources, payroll and other employee administrative services.

(b) To engage in any lawful business in any lawful manner in any place in this state, nation, or any place or country in the world, whenever desired and upon compliance and in accordance with and pursuant to the laws, rules, statutes, treaties, regulations, and customs thereof including sale, purchase, alteration, addition, repair, correction or installation of cabinetry, woodworking, remodeling, or any item in connection therewith including any acts necessary to fulfill and accomplish same or related business.

(c) To sell, assign, convey, exchange, lease, and otherwise deal in and dispose of such real and personal property, lands, buildings, chattels, chattels real,

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rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfer or incorporate property or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

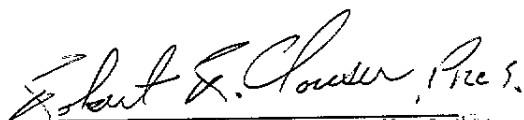
(h) To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount and to have, use, exercise and enjoy all of the general powers of like corporation.

(i) To do any or all of the things herein set forth to the same extent as a natural person might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

(j) The intention is that none of the objects and powers as set forth above, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Article; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

In all other respects the Articles of Incorporation shall remain as they were prior to this Amendment being adopted. The shareholders and directors unanimously adopted the amendment on the 31st day of December 1998.

In WITNESS WHEREOF, I hereby set my hand and seal this the 31st day of December 1998.


Robert R. Clouser, President