



THE UNITED STATES
CORPORATION
COMPANY

V07595

ACCOUNT NO. : 072100000032

REFERENCE : 322462 7182518

AUTHORIZATION :

Patricia Pizzi

COST LIMIT :

\$ ~~35.00~~ 43.75

ORDER DATE : July 28, 1999

ORDER TIME : 1:40 PM

ORDER NO. : 322462-020

CUSTOMER NO: 7182518

CUSTOMER: Benjamin A. Jablow, Esq
Benjamin A. Jablow, Esq
6887 Pentland Way No. 83

Fort Myers, FL 33912

*Name
Change
Amend*

900002944239--0

DOMESTIC AMENDMENT FILING

NAME: SUTHERLAND TAX SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

FILED
99 JUL 28 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

RECEIVED
EXAMINER INITIALS: *DR*
JUL 28 1999

DR
7/29/99

FILE

3rd

**AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
SUTHERLAND TAX SERVICES, INC.**

Pursuant to the applicable provisions of the Florida Statutes, the undersigned corporation adopted the following amendments to its Articles of Incorporation:

The undersigned corporation, being SUTHERLAND TAX SERVICES, INC., a Florida Corporation, the Articles of Incorporation of which became effective on January 21, 1992, under Charter Number V07595 resolves that the Articles of Incorporation be and the same are hereby amended in the following particulars:

I. ARTICLE 1 is hereby amended to read as follows:

The name of the corporation shall be:

SMART PAYROLL SOLUTIONS II, INC.

The foregoing AMENDMENTS TO THE ARTICLES OF INCORPORATION OF SUTHERLAND TAX SERVICES, INC. were approved and adopted by the Stockholders of the Corporation at a meeting of the Stockholders that was held on the 15th day of July, 1999 at which all of the stockholders were present, said stockholders represented a quorum as required by the Corporate By-laws, and said AMENDMENT received a unanimous vote by the stockholders to amend the ARTICLES OF INCORPORATION.

DATED at Fort Myers, Florida, this 15th day of July, 1999.

SMART PAYROLL SOLUTIONS II, INC.
a Florida Corporation, formerly,
SUTHERLAND TAX SERVICES, INC.

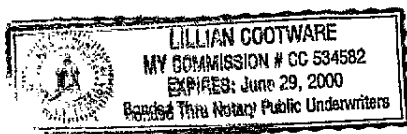
By: Thomas Lambert
Thomas Lambert, President

STATE OF FLORIDA
COUNTY OF LEE

Attest: Martha M. Lamb
Martha Lambert, Secretary

THE FOREGOING instrument was acknowledged before me this 15th day of July, 1999, by Thomas Lambert, as President of **SMART PAYROLL SOLUTIONS II, INC.**, a Florida Corporation, formerly, SUTHERLAND TAX SERVICES, INC. who is personally known to me, ~~or who has produced~~ as identification, and who did take an oath and he acknowledged executing the foregoing instrument on behalf of the corporation freely and voluntarily.

NOTARY PUBLIC STATE OF FLORIDA



Lillian Cootware
LILLIAN COOTWARE
Typed/Printed Name of Notary

My Commission Expires: