

WORKFORCE
SYSTEMS CORP.

V58119

March 24, 1997

Via Federal Express

Division of Corporations
Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

600002123726--2
-03/25/97--01067--003
*****87.50 *****87.50

Re: Workforce Systems Corp. (the "Company")

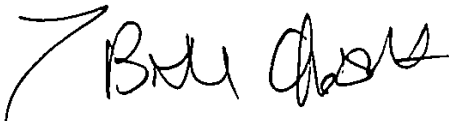
Ladies and Gentlemen:

Enclosed for filing you will find two originals of the Articles of Amendment for the Company's Articles of Incorporation together with a check in the amount of \$87.50 representing the filing fee of \$35 and the certified copy fee of \$52.50.

When filed, please return a certified copy to the undersigned at 105 West Fifth Avenue, Knoxville, TN 37917.

Thank you.

Sincerely,


Ella Boutwell Chesnutt

enclosures

269 Cusick Road
Suite 2-C
Alcoa, TN 37701
phone 615/681-6034
fax 615/681-6147

*Please update your records to
reflect our new address
105 West Fifth Avenue
Knoxville, TN 37917
423-584-4885 telephone
423-540-4381 telecopier*

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
WORKFORCE SYSTEMS CORP.

The undersigned, being a natural person competent to contract, does hereby make, subscribe and file the Articles of Amendment to the Articles of Incorporation of Workforce Systems Corp., a Florida corporation, pursuant to Sections 607.1006 and 607.10025 of the Florida Business Corporation Act:

1. The name of the corporation is Workforce Systems Corp. (the "Corporation").

2. Article IV of the Articles of Incorporation as amended of the Corporation shall be deleted in its entirety and substituted by the following:

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be thirty million (30,000,000) shares which are to be divided into two classes as follows:

25,000,000 shares of common stock with a par value of \$.001 per share; and

5,000,000 shares of preferred stock, with a par value of \$.0001 per shares.

Series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

3. All issued and outstanding shares of Common Stock of the Corporation held by each holder of record on April 3, 1997 shall be automatically combined at a rate of four for one (4:1). Any fractional shares created as a result of such split shall be rounded up to the next whole share.

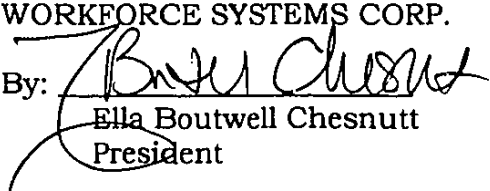
4. The foregoing amendment was duly adopted by unanimous written consent of the Board of Directors on March 20, 1997 and shareholder action was

not required.

IN WITNESS WHEREOF, this Articles of Amendment to the Articles of Incorporation has been executed on the 27th day of March, 1997.

WORKFORCE SYSTEMS CORP.

By:


Ella Boutwell Chesnutt
President



V58119

March 21, 1997

SH 3/26

FILED
97 MAR 24 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Via Federal Express

Divisions of Corporations
Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

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-03/24/97--01115--001
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Re: Workforce Systems Corp. (the "Company")

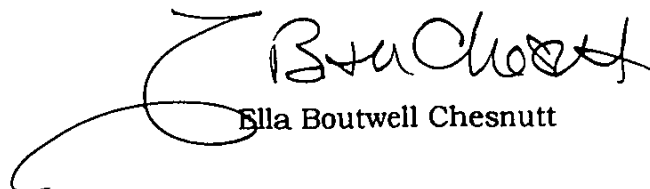
Ladies and Gentlemen:

Enclosed for filing you will find two originals of the Articles of Amendment of the Company's Articles of Incorporation, together with a check in the amount of \$87.50 representing the filing fee of \$35 and the fee of \$52.50 for a certified copy.

Once filed, please return the certified copy of the Articles to the undersigned at the Company, 105 West Fifth Avenue, Knoxville, TN 37917.

Should you have any questions, I can be reached at 423-524-4885.

Sincerely,


Ella Boutwell Chesnutt

enclosures

269 Cusick Road
Suite 2-C
Alcoa, TN 37701
phone 615/681-6034
fax 615/681-6147

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
WORKFORCE SYSTEMS CORP.

FILED
97 MAR 24 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person competent to contract, does hereby make, subscribe and file the Articles of Amendment to the Articles of Incorporation of Workforce Systems Corp., a Florida corporation pursuant to Sections 607.0602 and 607.10025 of the Florida Business Corporation Act:

1. The name of the corporation is Workforce Systems Corp. (the "Company").

2. The text of the amendment adopted by the Company's Board of Directors on March 20, 1997 increasing the number of authorized shares of common stock is as follows:

WHEREAS, pursuant to the Articles of Incorporation the Company's authorized capital consists of 10,000,000 shares of common stock, par value \$.001 per share and 2,000,000 shares of preferred stock, par value \$.0001 per share.

WHEREAS, the Board of Directors deem it in the best interests of the Company to increase the authorized common stock to 100,000,000 shares, par value \$.001 per share.

NOW, THEREFORE, BE IT RESOLVED, that the number of shares of common stock the Company is authorized to issue be and hereby is increased from 10,000,000 shares, par value \$.001 per share, to 100,000,000 shares, par value \$.0001 per share; and be it

FURTHER RESOLVED, that the President of the Company be and hereby is authorized and directed to file Articles of Amendment to the Articles of Incorporation of the Company so reflecting the foregoing increase in authorized common stock.

3. The Company currently is authorized to issue 2,000,000 shares of preferred stock, par value \$.0001 per share (the "Preferred Stock"), issuable in such series and bearing such voting, dividend, conversion, liquidation and other

rights and preferences as the Board of Directors may determine. The Company has previously designated 1,000,000 shares of Preferred Stock as Series D Preferred Stock and has so filed Articles of Amendment to the Company's Articles of Incorporation setting forth the designations, rights and privileges of such Series D Preferred Stock. The text of the resolution of the Board of Directors on March 20, 1997 setting forth amendments to the designations, rights and privileges of the Series D Preferred Stock is as follows:

WHEREAS, pursuant to Article IV of the Articles of Incorporation the Company is authorized to issue 2,000,000 shares of preferred stock, par value \$.001 per share (the "Preferred Stock"), issuable in such series and bearing such voting, dividend, conversion, liquidation and other rights and preferences as the Board of Directors may determine.

WHEREAS, the Board of Directors has previously deemed it to be in the best interest of the Company to designate a series of such Preferred Stock, consisting of 1,000,000 shares (the "Series D Preferred Stock").

WHEREAS, the Company has filed Articles of Amendment to its Articles of Incorporation setting forth the designations, rights and preferences of such Series D Preferred Stock (the "Designations").

WHEREAS, the Board of Directors deem it in the best interests of the Company to delete Paragraph 4, Redemption, of the Designations in its entirety and substitute the following:

4. Redemption. The shares of Series D Preferred Stock are redeemable at any time at the option of the Company at a rate of 2.4 shares of common stock for each share of Series D Preferred Stock to be redeemed by the Company.

NOW, THEREFORE, be it resolved that the Designations be and hereby are amended to delete the Paragraph 4, Redemption, in its entirety and substitute the following:

4. Redemption. The shares of Series D Preferred Stock are redeemable at any time at the option of the Company at a rate of 2.4 shares of common stock for each share of Series D Preferred Stock to be redeemed by the Company.

BE IT FURTHER RESOLVED, that the President of the Company be and hereby is authorized and directed to execute and file Articles of

Amendment reflecting the foregoing action and to take such other acts or actions as she deems necessary and appropriate to effect the foregoing.

4. The foregoing amendment was duly adopted by unanimous written consent of the Board of Directors on March 20, 1997 and shareholders action was not required.

IN WITNESS WHEREOF, this Articles of Amendment to the Articles of Incorporation has been executed on the 21st day of March, 1997.

WORKFORCE SYSTEMS CORP.

By: 

Ella Boutwell Chesnutt
President/Director