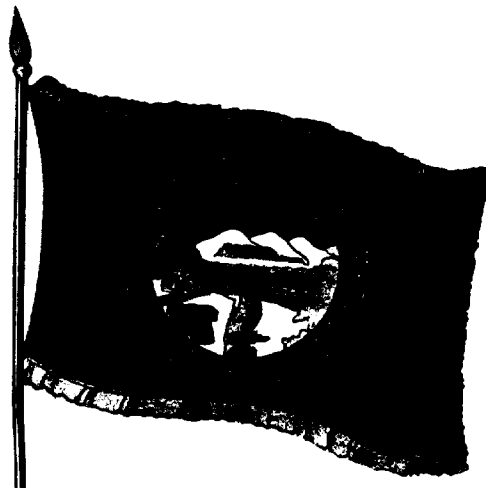


STATE OF

NEBRASKA



United States of America,
State of Nebraska } ss.

Department of State
Lincoln, Nebraska

I, Scott Moore, Secretary of State of Nebraska do hereby certify;

**the attached is a true and correct copy of the Certificate of
Withdrawal to transact business in the State of Nebraska of**

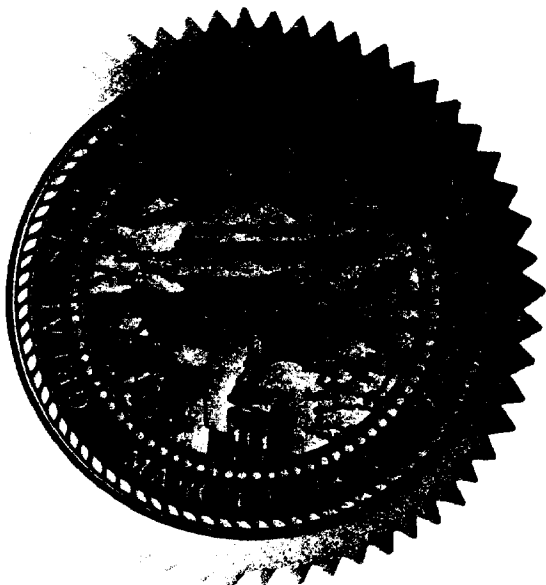
TALENT PLUS, INC.

a Georgia corporation, as filed in this office on February 24, 1993.

**I further certify that authority of the corporation to transact
business in the State of Nebraska has ceased.**

In Testimony Whereof,

**I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska on May 24, in the
year of our Lord, two thousand.**



A handwritten signature in cursive script that reads "Scott Moore".

SECRETARY OF STATE

FEB 23 1993

Certificate of Withdrawal to Transact Business in the State of Nebraska

Submit in Duplicate

Receipt No. 80712 28.00
 STATE OF NEBRASKA } SS
 SECRETARY'S OFFICE }
 Filed and recorded on film roll
93-3 page 133
Allen J. Beermann

21 20,116 Foreign corporation with principal office in the State of
Talent Plus, Inc.

By J. KR Sec. of State

organized under the laws of the State or Territory of Georgia desires to withdraw its authority to transact business in the State of Nebraska.

This corporation is no longer transacting business in the State of Nebraska and surrenders its authority to transact business in the State of Nebraska.

This corporation revokes the authority of its registered agent in this state to accept service of process and consents that service of process in any action, suit or proceeding based upon any transaction occurring in this state during the time this corporation was authorized to transact business in this state may there be made in such a manner by service outside this state.

Post office address at which process against the corporation may be served:
3883 Normal Blvd., Suite 204
Lincoln, NE 68506

Filing Fee: \$28.00

SIGNATURE OF AT LEAST TWO OFFICERS REQUIRED: and one of such signature shall be notarized.

(corporate seal)

X Douglas B. Rath
 President XXXXXXXX
 Douglas Rath

State of Nebraska
 County of Lancaster

X Sandra S. Maxwell
 Secretary/Treasurer XXXXXXXX
 Sandra Maxwell

Sandra Maxwell being first duly sworn on oath deposes

and says that (she) is the Secretary/Treasurer of the above named corporation

and that (she) has read the foregoing statement, knows the contents thereof and that the statements therein contained are true as (she) verily believes.

X Sandra S. Maxwell
 Signature of Officer

Subscribed and sworn to before me this 22nd day of February 19 93.

Notary Seal **LISA CLEVELAND**
 My commission expires May 31 1995

Lisa Cleveland
 Notary Public