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FILED 54
In the office of the Secretary of State
of the State of California

**CERTIFICATE OF AMENDMENT
OF THE
SEVENTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

JUN 30 2000

Bill Jones
BILL JONES, Secretary of State

DOUG THOMPSON and STEPHEN GHIGLIERI certify that:

1. They are the President and Secretary, respectively, of Just in Time Solutions, Inc., a California corporation.

2. Article I of the Seventh Amended and Restated Articles of Incorporation of this corporation are amended to read as follows:


The name of the corporation is Avolent, Inc.

3. The foregoing Certificate of Amendment of the Seventh Amended and Restated Articles of Incorporation has been duly approved by the board of directors.

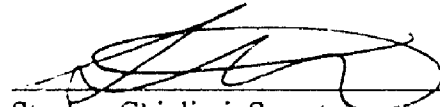
4. The foregoing Amendment of the Seventh Amended and Restated Articles of Incorporation (other than emissions required by Section 910 of the Corporations Code) has been duly approved by the required vote of the shareholders of the corporation in accordance with Section 902 and Section 903 of the California Corporations Code. The corporation has two classes of stock; the total number of outstanding shares of each class entitled to vote with respect to the Certificate of Amendment of the Seventh Amended and Restated Articles of Incorporation was 10,756,799 shares of Common Stock, 1,600,000 shares of Series A Preferred Stock, 6,520,000 shares of Series B Preferred Stock, 7,063,332 shares of Series C Preferred Stock and 5,333,248 shares of Series D Preferred Stock. The number of shares voting in favor of the Certificate of Amendment of the Seventh Amended and Restated Articles of Incorporation set forth herein equaled or exceeded the vote required, such required vote being a majority of the outstanding shares of Common Stock and two-thirds of the outstanding shares of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock, voting together as a single class and not as a separate series.

The undersigned certify under penalty of perjury under the laws of the State of California that they have read the attached Certificate of Amendment of the Seventh Amended and Restated Articles of Incorporation and know its contents, and that the matters set forth therein are true and correct.

IN WITNESS WHEREOF, the undersigned have executed this document on
June 29, 2000.



Doug Thompson, President



Stephen Ghiglieri, Secretary