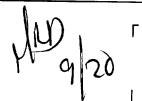
FORM PTO-1618A Expires 06/30/99 OMB 0351-0027



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Conveying Party	Mark if additional names of conveying parties attached Execution Date		
Name Staffing Resources, Inc.	Month Day Year 03261998		
Formerly			
Individual General Partnership Lir	nited Partnership X Corporation Association		
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Citizenship/State of Incorporation/Organization Delaware			
Receiving Party Mark if additional names of conveying parties attached			
Name Career Blazers Inc.			
DBA/AKA/TA			
Composed of			
Address (line 1) 222 West Las Colinas Blvd.			
Address (line 2) Suite 1250			
Address (line 3) Irving	Texas 75039		
City	State/Country Zip Code		
Individual General Partnership Limited Partnership If document to be recorded is an assignment and			
X Corporation Association	Corporation Association States, an appointment of a domestic		
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Name Lee Ann Wheelis			
Address (line 1) Thompson & Knight L.L.P.	Thompson & Knight L.L.P.		
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(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: # 20-0821		j	
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Statement and Signature To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.			
A va Mila a Pa			
Lee Ann Wheelis Name of Person Signing Signature Date	e Signed		

7 00573 Dallas 1184749.1

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF AMENDMENT OF "STAFFING RESOURCES,
INC.", CHANGING ITS NAME FROM "STAFFING RESOURCES, INC." TO
"CAREER BLAZERS INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST
DAY OF MARCH, A.D. 1998, AT 8:35 O'CLOCK A.M.



Edward J. Freel, Secretary of State

AUTHENTICATION:

9002433

DATE:

03-31-98

TRADEMARK

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REEL: 002150 FRAME: 0775

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF STAFFING RESOURCES, INC.

Staffing Resources, Inc. (the "Corporation"), a corporation existing and organized under the General Corporation Law of the State of Delaware (the "General Corporation Law"), hereby certifies as follows:

FIRST: That the Board of Directors of the Corporation, at a meeting duly called and held on February 3, 1998, adopted a resolution setting forth the amendment to the Certificate of Incorporation of the Corporation set forth below (the "Amendment"), declaring the Amendment to be advisable and in the best interest of the Corporation and calling for the submission of the Amendment to the stockholders of the Corporation for their consideration.

SECOND: That a majority of the stockholders of the Corporation, by written consent in lieu of special meeting dated February 20, 1998, consented to and adopted the Amendment.

THIRD: That the Amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law.

FOURTH: That ARTICLE FIRST of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"FIRST: The name of the corporation is CAREER BLAZERS INC. (the "Corporation")."

1

TRADEMARK REEL: 002150 FRAME: 0776 IN WITNESS WHEREOF, the undersigned, being the Chief Executive Officer of the Corporation, does make this certificate, hereby declaring and certifying, under penalties of perjury, that this is the act and deed of the Corporation, duly adopted by a majority of its stockholders pursuant to Sections 228 and 242 of the General Corporation Law, and the facts stated herein are true, and accordingly has hereunto set his hand on this 26th day of March, 1998.

STAFFING RESOURCES, INC.

William M. Lewis

Chief Executive Officer

Attest:

Stephen J. Ku

Secretary