

FIRST AMENDMENT
TO
LOAN DOCUMENTS

This First Amendment to Loan Documents is entered into as of October 13, 2000, by and between IMPERIAL BANK ("Bank") and EJOBS, INC., a Texas corporation ("Borrower").

RECITALS


Borrower and Bank are parties to that certain Loan and Security Agreement dated as of February 15, 2000, as amended from time to time (the "Loan Agreement"). In connection with the Loan Agreement, Borrower executed an Intellectual Property Security Agreement dated as of February 15, 2000 and a Warrant to Purchase Stock dated as of February 15, 2000 (collectively with the Loan Agreement, the "Loan Documents"). Each of the Loan Documents refers to Borrower as "GLOBAL EMPLOYER'S NETWORK, INC." Borrower has changed its name as reflected in Exhibit A attached hereto, and this Amendment corrects the name of Borrower in each of the Loan Documents.

NOW, THEREFORE, the parties agree as follows:

1. All references in the Loan Documents to "GLOBAL EMPLOYER'S NETWORK, INC." shall mean and refer to "EJOBS, INC."
2. Unless otherwise defined, all initially capitalized terms in this Amendment shall be as defined in the Agreement. The Agreement, as amended hereby, shall be and remain in full force and effect in accordance with its respective terms and hereby is ratified and confirmed in all respects. Except as expressly set forth herein, the execution, delivery, and performance of this Amendment shall not operate as a waiver of, or as an amendment of, any right, power, or remedy of Bank under the Agreement, as in effect prior to the date hereof. Borrower ratifies and reaffirms the continuing effectiveness of all promissory notes, guaranties, security agreements, mortgages, deeds of trust, environmental agreements, and all other instruments, documents and agreements entered into in connection with the Agreement.
3. Borrower represents and warrants that the Representations and Warranties contained in the Agreement are true and correct as of the date of this Amendment, and that no Event of Default has occurred and is continuing.
4. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one instrument.

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the first date above written.

EJOBS, INC.

By: 
Title: Controller

IMPERIAL BANK

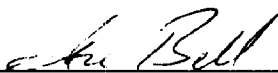
By: 
Title: AJP

Exhibit A



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF

EJOBS, INC.
FORMERLY: GLOBAL EMPLOYER'S NETWORK, INC.
FILE NO. 1355603

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

Dated: May 15, 2000

Effective: May 15, 2000



AH

Elton Bomer
Secretary of State

TRADEMARK

REEL: 002231 FRAME: 0252

FILED
In the Office of the
Secretary of State of Texas
MAY 15 2000
Corporations Section

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF GLOBAL EMPLOYER'S NETWORK, INC.**

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLE ONE

The name of the corporation is Global Employer's Network, Inc.

ARTICLE TWO

The following amendment (the "Amendment") to the articles of incorporation was adopted by the shareholders of the corporation on April 28, 2000.

The Amendment changes Article One of the Amended and Restated Articles of Incorporation filed on February 4, 1999 and the full text of Article One as altered is as follows:

The name of the Corporation is EJOBS, INC.

ARTICLE THREE

The number of shares of the corporation outstanding at the time of such adoption was 12,974,167 shares of stock. The number of shares entitled to vote on the Amendment was 12,974,167 shares of stock.

ARTICLE FOUR

The requisite number of holders have signed a written consent to the adoption of the Amendment pursuant to Article 9.10 and any written notice required by Article 9.10 has been given.

Dated May 1, 2000

GLOBAL EMPLOYER'S NETWORK, INC

By: 
Gary Slagel, Vice Chairman