

6048-1071



The State of Ohio

Bob Taft

Secretary of State

874689

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: AMD MIS CHN

of:

TRAK STAFFING SERVICES, INC. FORMERLY TANDEM STAFFING SERVICES, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 6048 at Frame 1072 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at
Columbus, Ohio, this 31ST day of OCT ,

A.D. 19 97 .



Bob Taft
Bob Taft
Secretary of State

06048-1072 874689

CERTIFICATE OF AMENDMENT BY SHAREHOLDERS
TO ARTICLES OF INCORPORATION
OF
TANDEM STAFFING SERVICES, INC.

APPROVED
By EJS
Date 10-31-97
Amount \$35
97103103201

JOSEPH B. McCULLOUGH, President of TANDEM STAFFING SERVICES, INC., an Ohio corporation, Charter No. 874689, with its principal office located at Cincinnati, Hamilton County, Ohio, does hereby certify that in a writing signed under the provisions of Section 1701.54 of the Ohio Revised Code by all of the shareholders who would be entitled to notice of a meeting held for such purpose, the following resolution was adopted to amend the Articles:

RESOLVED, that Article FIRST of the Articles of Incorporation be changed to read as follows:

FIRST: The name of said corporation shall be
TRAK Staffing Services, Inc.

IN WITNESS WHEREOF, Joseph B. McCullough, President of TANDEM STAFFING SERVICES, INC., acting for and on behalf of said corporation, has hereunto subscribed his name this X 24TH day of OCTOBER, 1997.


Joseph B. McCullough, President

06048-1073

Schwartz, Manes & Ruby

RICHARD M. SCHWARTZ, LL.M., TAXATION*
 DENNIS L. MANES, LL.M., TAXATION
 STANLEY L. RUBY, LL.M., TAXATION**
 THOMAS J. BREED
 SCOTT M. SLOVAK, LL.M., TAXATION
 ARTHUR D. WEBER, JR.
 DONALD B. HORDEN, LL.M., LABOR***
 HARRY S. SUDMAN
 DEBBIE A. LEVY, LL.M., TAXATION
 WILLIAM S. WYLER
 STEPHEN J. FITSFALL
 THOMAS S. SAPPINSLEY**
 KENNETH R. THOMPSON, II
 WILLIAM S. SINGER
 STEPHEN M. YEAGER**
 DONNA M. BERGMANN**

A LEGAL PROFESSIONAL ASSOCIATION

2900 CAREW TOWER
 441 VINE STREET
 CINCINNATI, OHIO 45202-3090

TELEPHONE 513/579-1414
 TELECOPIER 513/579-1418

CHARLES J. DAVIS
 PETER M. BURNELL
 JOSEPH F. PRUM
 EDWARD J. SPAETH, LL.M., TAXATION
 MICHAEL G. SCHWARTZ, LL.M., TAXATION
 JILL M. RUBY

OF COUNSEL:
 HERBERT SASS
 JAMES J. MCGRAW, JR.**
 JOHN B. ARMSTRONG

October 29, 1997

Secretary of State
 State Office Tower, 14th Floor
 30 East Broad Street
 Columbus, Ohio 43266-0418

Attn: Corporations Division

RE: Tandem Staff Services, Inc.
 Certificate of Amendment to Articles of Incorporation

Dear Sir:

Enclosed you will find the Certificate of Amendment to Articles of Incorporation of Tandem Staffing Securities, Inc., changing the name of the corporation to TRAK Staffing Services, Inc. A check in the amount of \$45.00 is enclosed for the filing fee and expedited service.

If you should have any questions or problems, please call me collect at 513/579-1414.

Sincerely,

SCHWARTZ, MANES & RUBY

Sarah E. Gannon

Sarah E. Gannon
 Corporate Paralegal

SEG:rn
 encl.



OHIO SECRETARY OF STATE
PROCESSING STATEMENT
11/03/97

CHARTER NUMBER: 874689
ROLL AND FRAME: 6048-1070

06048-1070

CORPORATION:

TRAK STAFFING SERVICES, INC. FORMERLY TANDEM
STAFFING SERVICES, INC.

DOCUMENT NUMBER	CODE	FEE
97103103201	AMD	35.00
97103103201	MIS	10.00
	CHN	NO FEE

044471

RETURN TO: SCHWARTZ, MANES & RUBY
ATTN S E GANNON
441 VINE ST #2900
CINCINNATI OH 45202-3090

TOTAL : 45.00

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