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CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
850-222-1092

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Corporation(s) Name

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
*Effective Management Systems, Inc.*  
*changing name to:*  
*IFS North America, Inc.*

FILED  
00 JAN 13 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- |  |   |                                    |
|--|---|------------------------------------|
| <input type="checkbox"/> Profit              | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger    |
| <input type="checkbox"/> Nonprofit           |   |                                    |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution          | <input type="checkbox"/> Mark      |
| <input type="checkbox"/> LLC                 |   |                                    |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report        | <input type="checkbox"/> Other     |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Reservation          | <input type="checkbox"/> Ch. RA    |
|  | <input type="checkbox"/> Fictitious Name      | <input type="checkbox"/> UCC       |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies          | <input type="checkbox"/> CUS       |
| <input checked="" type="checkbox"/> Walk in  | <input checked="" type="checkbox"/> Pick-up   | <input type="checkbox"/> Will Wait |

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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JAN 13

Please Return Extra  
Copies File Stamped  
To:  
Melanie Strickland



Thank You!

N.C.

G. COULLETTE JAN 13 2000

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA**

FILED  
JAN 18 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION I (1-3 must be completed)**

1. Effective Management Systems, Inc.  
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Wisconsin
3. Date authorized to do business in Florida: April 16, 1999

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

December 28, 1999

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

IFS North America, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_



Signature  
Name and Title

Michael D. Dunham  
ExVP

12-28-99 \_\_\_\_\_  
Date

DEPARTMENT OF FINANCIAL INSTITUTIONS

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the document on file in the Corporations unit of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.



Richard L. Dean, Secretary  
Department of Financial Institutions

DATE: JAN - 5 2000

BY: Robert Kaies

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

These Articles of Amendment shall be effective upon the close of business on December 28, 1999.

IN WITNESS WHEREOF, I have executed and subscribed these Articles of Amendment on behalf of the Company and do affirm the foregoing as true this 28<sup>th</sup> day of December, 1999.

By:   
Michael D. Dunham, President

This instrument was drafted by, and should be returned to, Peter D. Fetzer of the firm of Foley & Lardner, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202.

Cominfirmant. Ch 188 (2)

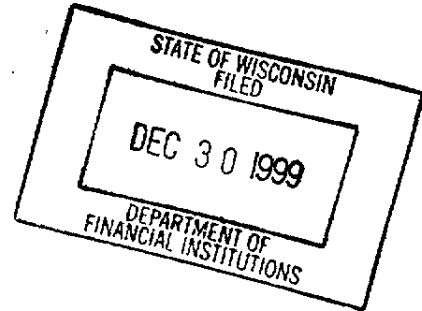
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DEC 28 1999

WISCONSIN  
DFI

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

EFFECTIVE MANAGEMENT SYSTEMS, INC.

ACCT 00000614 CLASS CODE 310

TRX 0001152735 Amount \$40.00

ACCT 00000614 CLASS CODE 340

TRX 0001152736 Amount \$25.00

Pursuant to Section 180.1003 of the Wisconsin Business Corporation Law

I, Michael D. Dunham, President of Effective Management Systems, Inc., a corporation organized and existing under the Wisconsin Business Corporation Law (the "Company"), in accordance with the provisions of Section 180.1003 thereof, DO HEREBY CERTIFY:

1. That, on December 28, 1999, pursuant to the authority conferred upon the Board of Directors by the Articles of Incorporation of the Company and in accordance with Sections 180.0821 and 180.1003 of the Wisconsin Business Corporation Law, the Board of Directors of the Company adopted resolutions changing the name of the Company to "IFS North America, Inc."

2. That, on December 28, 1999, in accordance with Sections 180.0704 and 180.1003 of the Wisconsin Business Corporation Law, the sole shareholder of the Company entitled to vote approved the resolutions adopted by the Board of Directors to change the name of the Company to "IFS North America, Inc."

3. That said resolution of the Board of Directors of the Company changing the name of the Company, provides that Article 1 of the Company's Articles of Incorporation shall be amended to read in its entirety as follows:

The name of the corporation is IFS North America, Inc. *ok Red Fetzer*

4. These Articles of Amendment shall be effective upon the close of business on December 28, 1999.

IN WITNESS WHEREOF, I have executed and subscribed these Articles of Amendment on behalf of the Company and do affirm the foregoing as true this 28<sup>th</sup> day of December, 1999.

By: *Michael D. Dunham*  
Michael D. Dunham, President

This instrument was drafted by, and should be returned to, Peter D. Fetzer of the firm of Foley & Lardner, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202.