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LAW OFFICES OF

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January 11, 2000

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-01/13/00-01008-003

*****35.00 *****35.00

VIA EXPRESS MAIL - RETURN RECEIPT

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: *Earnings Performance Group, Inc. ("EPG") - Articles of Amendment*

Dear Sir or Madam:

Enclosed for filing are the fully executed Articles of Amendment which we are filing on behalf of EPG, wherein the corporation changes its name to Profit Technologies Holding Corporation. Our check in the amount of \$35 is also enclosed in payment of the filing fee.

Thank you for your attention to this matter, and please contact me immediately should you require anything further.

Sincerely,



Elizabeth C. Apple
Legal Assistant

NC
1-21-00
PMS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JAN 12 PM 3:29

FILED

eca
Enclosures

cc: Mr. Cliff McKee
George M. Pretty II, Esq.
Joy M. Hord, Esq.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED

00 JAN 12 PM 3:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EARNINGS PERFORMANCE GROUP, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

That the name of the Corporation be, and it hereby is, changed from EARNINGS PERFORMANCE GROUP, INC. to PROFIT TECHNOLOGIES HOLDING CORPORATION.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Not applicable.

THIRD: The date of each amendment's adoption: December 16, 1999

FOURTH: Adoption of Amendment(s) (CHECK ONE)

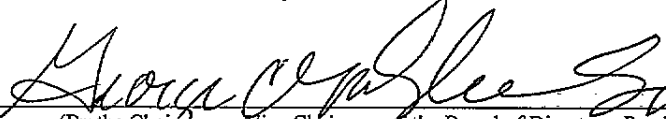
- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group"

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 16th day of December, 19 99

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

George C. McKee, Sr.

Typed or printed name

Chairman of the Board

Title