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

January 14, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Application by Foreign Corporation to File Amendment to Application for
Authorization to Transact Business in Florida

Dear Sir/Madam:

Enclosed for filing with your office is an Application by Foreign Corporation to File
Amendment to Application for Authorization to Transact Business in Florida regarding the
amended name of Acordia of Dallas, Inc. to Frank Gates USA, Inc. Also enclosed is a
certificate from the State of Michigan evidencing the name change.

A check in the amount of \$35.00 payable to the Florida Secretary of State is enclosed to
cover the costs of the filing fee. Please acknowledge receipt of this filing by date-stamping
a copy and returning it to me in the enclosed self-addressed stamped envelope.

Please feel free to call me if you have any questions.

Very truly yours,

Stephanie L. Garriss
Stephanie L. Garriss
Paralegal

Enclosures

cc: William P. Zox, Esq.

F:\SZD\GARRISS\29180FG.01\FLALTR(1-13-98, 03:06 pm)

FILED
98 JAN 20 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

n/c Amend

Joe 1/22

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

FILED
98 JAN 20 AM 8:21
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SECTION I (1-3 must be completed)

1. Acordia of Dallas, Inc.
Name of corporation as it appears within the records of the Department of State
2. Incorporated under laws of: Michigan
3. Date authorized to do business in Florida: December 29, 1978

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?

November 25, 1997

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

Frank Gates USA, Inc.

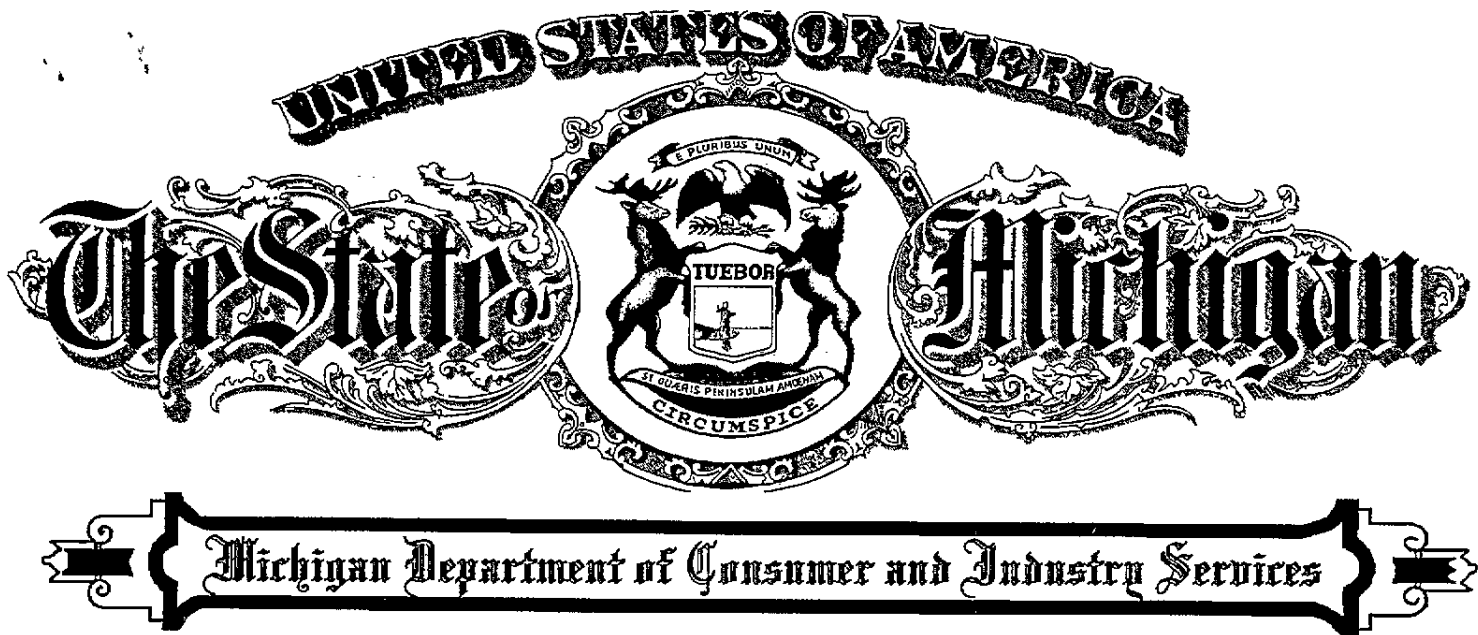
6. If the amendment changes the period of duration, indicate new period of duration

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

Niles C. Overly
Niles C. Overly, President

Signature
Name and Title

1-13-98
Date



Lansing, Michigan

This is to Certify That

PENN GENERAL SERVICE CORPORATION was incorporated as a Michigan profit corporation on January 3, 1978.

I FURTHER CERTIFY that

a Certificate of Amendment to the Articles of Incorporation was filed on July 25, 1995, amending Article I, changing the corporate name to ACORDIA OF DALLAS, INC.

a Certificate of Amendment to the Articles of Incorporation was filed on November 25, 1997, amending Article I, changing the corporate name to FRANK GATES USA, INC.

AND I FURTHER CERTIFY that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 8th day of
December, 1997.*

*Julie Croll, Director
Corporation, Securities and Land Development Bureau*