

849177



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 434987 7139998

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED
99 NOV -1 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Patricia Post

ORDER DATE : October 26, 1999

ORDER TIME : 10:46 AM

ORDER NO. : 434987-010

CUSTOMER NO: 7139998

CUSTOMER: Ms. Linda Hart
Usi Holdings, Inc.
50 California St.
24th Floor
San Francisco, CA 94111

*Done
Change
over*

300003030463--5

FOREIGN FILINGS

NAME: INTERNATIONAL BENEFIT SERVICES
CORPORATION

XX PROFIT XX CORPORATE
NON-PROFIT LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

*For
11/1/99*

RECEIVED
99 NOV -1 PM 11:28
TALLAHASSEE, FLORIDA

NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA
(Pursuant to s. 617.1504, F.S.)

FILED
NOV - 1 PM 3:52
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

1. International Benefit Services Corporation
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. May 19, 1981
Incorporated under laws of Date authorized to conduct affairs in Florida

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? August 17, 1999
5. USI Administrators, Inc.
Name of corporation after the amendment, adding suffix "corporation" or "incorporated", or appropriate abbreviation, if not contained in new name of the corporation. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.
6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.
- _____
New Duration Date
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.
- _____
New Jurisdiction Date
8. If the purpose which the corporation intends to pursue in Florida has changed indicate new purpose.

The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation.

Judy N. Kelley
Signature

10/25/99
Date

Judy N. Kelley
Typed or printed name

Secretary
Title

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THAT THE SAID "INTERNATIONAL BENEFIT
SERVICES CORPORATION", FILED A CERTIFICATE OF AMENDMENT,
CHANGING ITS NAME TO "USI ADMINISTRATORS, INC.", THE SEVENTEENTH
DAY OF AUGUST, A.D. 1999, AT 9 O' CLOCK A.M.

0905669 8320

991455870

0049217

10-27-99



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: