F99000002546

CBIZ

Century Business Services
CBIZ Benefits & Insurance Services, Inc.
2600 Grand Boulevard, Suite 600
Kansas City, Missouri 64108-4621
Main: (816) 471-5656
Toll Free: (800) 562-1865
Fax: (816) 471-1881

May 15, 2002

100005575271--0
-05/20/02--01082--001
*****35.00 *****35.00

State of Florida
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Application to file Amendment/CBIZ Benefits & Insurance Services of Florida, Inc.

Dear Sir or Madam:

On behalf of CBIZ Benefits & Insurance Services of Florida (now known as CBIZ Institutional Benefit Services, Inc.) we are submitting the executed *Application to file Amendment to Application for Authorization to Transact Business.* We have also attached a certified copy of the certified copy of the Certificate of Amendment from the state of domicile together with our check payable to the Florida Department of State, Division of Corporations in the amount of $35.00 for the requisite fee.

Please process in your usual manner. Do not hesitate to contact me if there are any questions or if you require further information. Thank you for your courtesy and cooperation.

Very Truly Yours,

Barry H. Somlyo
for CBIZ Institutional Benefit Services, Inc.
Corporate Licensing Administrator
CBIZ Benefits & Insurance Services, Inc.
bsomlyo@cbiz.com

enclosures

FILED
02 MAY 20 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name change
5/24/02
(1a)
I ALBRITTON

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

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F99000002546
Document Number of Corporation (If known)

1. CBIZ Benefits & insurance Services of Florida, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Ohio
(Incorporated under laws of)

3. 05/18/99
(Date authorized to do business 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? 03/19/02

5. CBIZ Institutional Benefit Services, Inc.
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

(New duration)

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

(New jurisdiction)

FILED
02 MAY 20 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Nancy M. Mellard
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

05-14-02
(Date)

Nancy M. Mellard
(Typed or printed name)

Assistant Secretary
(Title)

Doc ID --> 200207802096

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/19/2002	200207802096	DOMESTIC/AMENDMENT TO ARTICLES (AMD)	50.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

CENTURY BUSINESS SERVICES
6480 ROCKSIDE WOODS BLVD.
SOUTH, SUITE 330
CLEVELAND, OH 44131

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1047658

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

CBIZ INSTITUTIONAL BENEFIT SERVICES, INC.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
DOMESTIC/AMENDMENT TO ARTICLES	**200207802096**

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

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 19th day of March, A.D. 2002.

J. Kenneth Blackwell

Ohio Secretary of State

Doc ID--> 200207802096

Prescribed by J. Kenneth Blackwell
Ohio Secretary of State 2002 MAR 19 AM 9:5
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos
e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)	
Mail Form to one of the Following:	
○ Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of $100 ***
◉ No	PO Box 1028 Columbus, OH 43216

Certificate of Amendment by Shareholders or Members

(Domestic)

Filing Fee $50.00

(CHECK ONLY ONE (1) BOX)

(1) ☑ Domestic for Profit		(2) ☐ Domestic Non-Profit	
☐ Amended (122-AMAP)	☑ Amendment (125-AMDS)	☐ Amended (126-AMAN)	☐ Amendment (128-AMD)

Complete the general information in this section for the box checked above.

Name of Corporation: CBIZ Benefits & Insurance Services of Florida, Inc.

Charter Number: 1047658

☐ Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

☐ A *meeting* of the ☐ *shareholders* ☐ *members* was *duly called and held on* _____ (Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise _____ % as the voting power of the corporation.

☑ In a writing signed by all of the ☑ shareholders ☐ members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

Clause applies if amended box is checked.

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

All of the following information must be completed if an amended box is checked.
If an amendment box is checked, complete the areas that apply.

FIRST: The name of the corporation is: CBIZ Institutional Benefit Services, Inc

SECOND: The place in the State of Ohio where its principal office is located is in the City of:

Cleveland (city, village or township) Cuyahoga (county)

THIRD: The purposes of the corporation are as follows:

FOURTH: The number of shares which the corporation is authorized to have outstanding is: _____
(Does not apply to box (2))

Must be authenticated by an authorized representative

Nancy M. Mellard, Assistant Secretary
Authorized Representative — March 13, 2002 Date

Authorized Representative — Date

Authorized Representative — Date

1047658

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, J. Kenneth Blackwell, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 3 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 24th day of April A.D. 2002

J. Kenneth Blackwell

J. KENNETH BLACKWELL
Secretary of State

By: B. Rose

NOTICE: This is an official certification only when reproduced in red ink