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FILED
99 SEP 21 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 23, 1999

Our File No.:
M359-21501

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-08/26/99--01052--017
*****43.75 *****43.75

RE: Administrative Employers, Inc.

Dear Sir or Madam:

Enclosed please find original and one copy of Articles of Amendment to Articles of Incorporation of Administrative Employers, Inc. and our check made payable to your order in the amount of \$43.75, representing amendment filing fee (\$35.00) and one certified copy (\$8.75).

If you find these items to be in proper order, I would appreciate your returning the enclosed copy to me as a certified copy as soon as possible after the original is filed.

Yours truly,

Beverly A. Morris

Beverly A. Morris
For the Firm

BAM/smk

Enclosure: Articles of Amendment
Check \$43.75

Amend

V. SHEPARD SEP 22 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 3, 1999

BEVERLY A. MORRIS
POST OFFICE BOX 1450
OCALA, FL 34478-1450

SUBJECT: ADMINISTRATIVE EMPLOYERS, INC.
Ref. Number: P99000073646

We have received your document for ADMINISTRATIVE EMPLOYERS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you submitted has been prepared pursuant to nonprofit statutes (chapter 617, Florida Statutes). As the entity was originally filed as a corporation for profit, this document should be filed pursuant to chapter 607, Florida Statutes. Enclosed is the correct form.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 599A00043964

RECEIVED
99 SEP 21 AM 11:34
DIVISION OF CORPORATIONS

RECEIVED
9/7/99

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ADMINISTRATIVE EMPLOYERS, INC.

FILED
99 SEP 21 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §§607.1005 and 607.1006, Fla. Stat. (1997), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation filed August 12, 1999.

First Amendment Adopted

RESOLVED, that Article I of the Articles of Incorporation be amended to read as follows:

Article I - Name

The name of this corporation is ADMINISTRATIVE EMPLOYERS, INC., 2403 S.E. 17th Street, Suite 502, Ocala, Florida 34471.

Second Amendment Adopted

RESOLVED, that Article IV of the Articles of Incorporation be amended to read as follows:

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

Third Amendment Adopted

RESOLVED, that Article V of the Articles of Incorporation be amended to read as follows:

Article V - Initial Registered Office

The street address of the initial registered office of the corporation is 2403 S.E. 17th Street, Suite 502, Ocala, Florida 34471. The above is also the mailing address.

The date of adoption of these Articles of Amendment is August 23, 1999.

There are no shareholders entitled to vote on these amendments. They were adopted unanimously by the Board of Directors before shares of stock were issued.

DATED August 23, 1999.

ADMINISTRATIVE EMPLOYERS, INC.

By:

William Morris
William Morris, Chairman
Incorporator and Director

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 23
day of August, 1999, by WILLIAM MORRIS, as
Chairman of ADMINISTRATIVE EMPLOYERS, INC., who is personally known
to me or who has produced _____ as
identification.

Suzanne M. Kenney
Signature of Notary Public,
State of Florida

Suzanne M. Kenney
Notary's Printed Name



Suzanne M. Kenney
MY COMMISSION # CC744222 EXPIRES
July 23, 2002
BONDED THRU TROY FAIN INSURANCE, INC.