

F01000002002

Florida Department of State

Division of Corporations
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((H02000166496 8))

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To: Division of Corporations
Fax Number : (850)205-0380
From: Account Name : SHUMAKER, LOOP & KENDRICK LLP
Account Number : 075500004387
Phone : (813)229-7600
Fax Number : (813)229-1660

FILED
02 JUL 22 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

MIDAMERICA MANAGEMENT & ADMINISTRATION, INC.

RECEIVED
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DIVISION OF CORPORATIONS

Table with 2 columns: Description and Amount. Rows include Certificate of Status (0), Certified Copy (0), Page Count (04), and Estimated Charge (\$35.00).

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 16, 2002

MIDAMERICA MANAGEMENT & ADMINISTRATION, INC.
PO BOX 5666
LAKELAND, FL 33807

SUBJECT: MIDAMERICA MANAGEMENT & ADMINISTRATION, INC.
REF: F01000002002

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000166496
Letter Number: 702A00043662

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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)

F010000D2002

Document Number of Corporation (if known)

02 JUL 22 PM 4:50
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. MidAmerica Management & Administration, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Nevada
(Incorporated under laws of)

3. April 13, 2001
(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? June 13, 2002


5. MidAmerica Administrative & Retirement Solutions, 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)


(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)

J. Wesley Compton
(Typed or printed name)

7/10/02
(Date)

President
(Title)

((H02000166496 8))

FILED # C1825798

JUN 13 2002

IN THE OFFICE OF
Dean Heller
DEAN HELLER, SECRETARY OF STATE

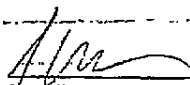
Certificate of Amendment to the Articles of Incorporation
for MidAmerica Management & Administration, Inc., a
Nevada for Profit Corporation

1. The name of the Corporation is MidAmerica Management & Administration, Inc.
2. ARTICLE ONE, NAME, is hereby amended to read in its entirety as follows:


ARTICLE ONE
NAME

The name of the corporation is MidAmerica Administrative & Retirement Solutions, Inc.

3. All other Articles remain unchanged.
4. The vote by which the stockholders holding shares in the Corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by provisions of the Articles of Incorporation have voted in favor of the amendment is ninety-three percent (93%).
5. Officer Signatures:



J. Wesley Compton, President
Dated: 6-4-02



Kimberly D. Bowers, Secretary
Dated: 6-4-02