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February 8, 2000

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

In re: Amended Certificate of Authority for InServices, Inc.

Dear Madam or Sir:

Managed Care USA Services, Inc., a North Carolina corporation, recently filed Articles of Amendment in the State of North Carolina and changed the Company's name to InServices, Inc. In order to reflect the name change of the Company, which is a foreign corporation authorized to do business in the State of Florida, I am enclosing the following:

1. Duplicate originals of an Application By Foreign Profit Corporation To File Amendment To Application For Authorization To Transact Business In Florida for InServices, Inc.;
2. Articles of Amendment of Managed Care USA Services, Inc. which changed its name to InServices, Inc., certified by the Secretary of State of North Carolina; and
3. Our Firm's check for \$43.75 in payment of the filing fee and a certified copy of the filed Application.

Please issue an amended certificate evidencing the authority of the Company to do business as InServices, Inc. in the State of Florida and send it to me as soon as possible in the enclosed self-addressed stamped envelope.

If you have any questions or need any additional information, please contact me.

Notified Martha Freeman
of Del Corporation qualified in FL
named Inserv Corporation
Sincerely,
Martha Freeman
Paralegal
For the Firm

Enclosures on 2-21-00
cc: Jonathan A. Barrett, Esq. (w/o encl.)

FILED
00 FEB 11 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

1. Managed Care USA Services, Inc.
Name of corporation as it appears on the records of the Department of State.
2. North Carolina 3. April 2, 1998
Incorporated under laws of 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? December 16, 1999
5. InServices, 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.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction


Signature

Date

Steven M. Mariano
Typed or printed name

Chief Executive Officer
Title

FILED
00 FEB 11 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NORTH CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF AMENDMENT

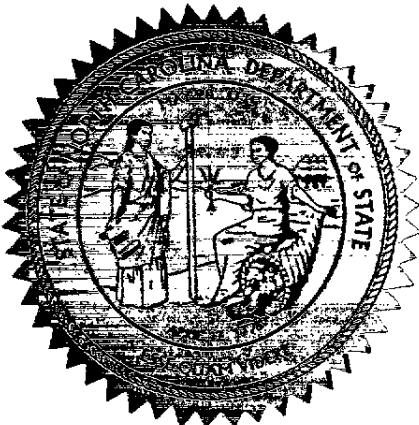
OF

MANAGED CARE USA SERVICES, INC

Which changed its name to:
INSERVICES, INC.

the original of which is now on file and a matter of record in this office.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 7th day of February,
2000.



Elaine F. Marshall

Secretary of State

993591064

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MANAGED CARE USA SERVICES, INC.

CORP ID #

0344220

FILED

DEC 16 1999

Effective

ELAINE F. MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

The undersigned North Carolina corporation (the "Corporation") hereby submits these Articles of Amendment, as amended on January 4, 1996, and further amended on April 24, 1996 and on March 27, 1997, for the purpose of amending its Articles of Incorporation.

1. The name of the Corporation is Managed Care USA Services, Inc.
2. The following amendment to the Articles of Incorporation of the Corporation was adopted on November 19, 1999, in the manner prescribed by law:

"NOW, THEREFORE, BE IT RESOLVED, by the Shareholders of the Corporation, that the proposal of the Board of Directors of the Corporation that the Articles of Incorporation of the Corporation, as amended, be further amended so as to change the name of the Corporation to 'InServices, Inc.' be, and it hereby is, adopted, and, to that end, that Article 1 of the Articles of Incorporation be deleted in its entirety and the following Article 1 be submitted in lieu thereof:

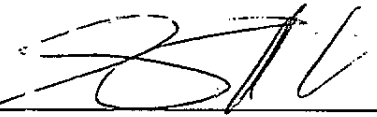
'1. The name of the Corporation is InServices, Inc., which name satisfies the requirements of Section 55-4-01 of the Act.'"

3. Shareholder approval of the foregoing amendment was obtained as required by the North Carolina Business Corporation Act
4. The amendment provides for no exchange, reclassification, or cancellation of issued shares.

IN WITNESS WHEREOF, these Articles of Amendment are executed on behalf of the Corporation by one of its officers, as of the 19th day of November, 1999.

MANAGED CARE USA SERVICES, INC.

By:


Steven M. Mariano, Chief Executive Officer