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G75026 LAW OFFICES OF ROBERT A. MILES

FILED

97 NIN 3 -

ROBERT A. MILES

VERTA L. DALLAS

MARI C. BLANK LEGAL ASSISTANT 7402 NORTH 56th STREET SUITE 475 TAMPA, FL 33617 (813) 985-0005 PH 3: 52 TALLAHASSEE, FLORIDA

May 29, 1997

State of Florida
Department of State, Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

600002198336---C -06/02/97--01140--003 *****43.75 ******43.75

Re:

Transmitting Articles of Amendment to Articles of Incorporation for

First Benefits Inc., of Florida aka First Benefits, Inc. of Florida

Gentlemen:

Please find enclosed for filing with the Florida, Department of State, Division of Corporations, the Articles of Amendment to Articles of Incorporation of my client and the referenced Florida profit corporation *i.e.* "FIRST BENEFITS INC. OF FLORIDA" a/k/a "FIRST BENEFITS, INC. OF FLORIDA", as more specifically identified below along with a check drawn on my Firm's Operating Account, Operating Account check number 2805 in the amount of \$43.75 payable to "Florida Department of State" for the filing fee and a certificate of status as directed.

- 1. "Articles of Amendment to Articles of Incorporation of First Benefits Inc. of Florida a/k/a First Benefits, Inc. of Florida [2 pages]; and,
- 2. Firm Operating Account check #2805 for \$43.75 payable as directed.

Accordingly, please kindly file the Articles of Amendment as appropriate and forward a copy of the corporation's "Certificate of Status" as amended. Of course, please call if you have any questions. Meanwhile, thank you for your courtesies and cooperation in this matter.

Very truly yours,

Verta L. Dallas

Paralega!

Cc:

Enclosures: Articles of Amendment of Articles of Incorporation [2 pages plus check -- as identified]

Benefit Services, Inc. [Ohio], attn. Robert C. Frazier, Sr. [w/o encls.] First Benefit Services, Inc., attn. Daniel E. Gatzulis [w/o encls.]

File [w/ copies of all Identified encls.]

Dallan

N.C. | Amend.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



FIRST BENEFITS INC., OF FLORIDA

a/k/a

FIRST BENEFITS, INC. OF FLORIDA

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its urticles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Amend Article I, Name of Corporation.

The new name of the above Florida profit corporation

is hereby amended and changed to the following:

"FIRST BENEFIT SERVICES, INC."

The effective date of this amendment and name change is/was January 28, 1997.

In all other respects, the existing Articles of Incorporation are and shall remain unchanged.

No other Articles are affected.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

	m 1. c 1. 1. 1. 2. 1. 1. 2. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1.
THIRD:	The date of each amendment's adoption: January 28, 1997
FOURTH	: Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by" voting group
	voting group
×	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 29th day of May, 1997.
Signature	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the sharcholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	DANIEL E. GATZULIS Typed or printed name
	•• • • • • • • • • • • • • • • • • • • •
	Vice President + Director