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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MAGNA ADMINISTRATIVE SERVICES, INC.

AUDIT NUMBER.....H98000008366

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 3

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Art. of Amendment
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

4/24/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000007837 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: INTERNATIONAL MEDICAL UNDERWRITERS, INC.

AUDIT NUMBER.....H98000007837

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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DIVISION OF CORPORATIONS

H98000008366

**ARTICLES OF AMENDMENT
FOR MAGNA ADMINISTRATIVE SERVICES, INC.
f/k/a HANSWARD MANAGEMENT SERVICES, INC.**

Paragraphs 2 and 3 of the Articles of Merger of INTERNATIONAL MEDICAL UNDERWRITERS, INC., a Florida corporation, INTO MAGNA ADMINISTRATIVE SERVICES, INC., a Florida corporation, are hereby amended to read henceforth as follows:

Adoption of Plan

2. There are 10,000 authorized shares of common stock, each of \$1.00 par value of INTERNATIONAL MEDICAL UNDERWRITERS, INC., of which 7,500 are issued and outstanding that were entitled to vote on the Plan of Merger. 7,500 shares were voted in favor of the Plan of Merger, and no shares were voted against the Plan of Merger, at a special meeting of the shareholders of INTERNATIONAL MEDICAL UNDERWRITERS, INC., held on December 17, 1997.

3. There are 7,500 authorized shares of common stock, each of \$1.00 par value of MAGNA ADMINISTRATIVE SERVICES, INC., of which 1,000 shares of common stock are issued and outstanding that were entitled to vote on the Plan of Merger. 1,000 shares were voted in favor of the Plan of Merger, and no shares were voted against the Plan of Merger, at a special meeting of the shareholders of MAGNA ADMINISTRATIVE SERVICES, INC., held on December 17, 1997.

I hereby certify that the above amendment to the ARTICLES OF MERGER OF INTERNATIONAL MEDICAL UNDERWRITERS, INC., into MAGNA ADMINISTRATIVE SERVICES, INC., was approved by the Board of Directors and Stockholders of the corporation at a Joint Meeting of the Board of Directors and Shareholders duly held on the 23rd day of March, 1998.

IN WITNESS WHEREOF, the undersigned officers, pursuant to the approval and authority given by the Board of Directors and Stockholders, have set their hands and affixed the corporate seal.

ATTEST:

Magna Administrative Services, Inc.
f/k/a Hansward Management Services, Inc.
a Florida Corporation

BY:

Rosa M. Menendez
Rosa M. Menendez, President

Rosario P. Duncan
BY: Rosario P. Duncan, Secretary

Prepared By: Rosario P. Duncan, Esq.
1320 S. Dixie Highway, Sixth Floor
Coral Gables, FL 33146
(305) 668-5100
Florida Bar No.: 239909

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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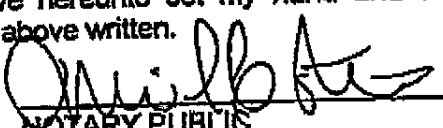
STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

I HEREBY CERTIFY that this 23rd day of March, 1998, personally appeared before me, officers duly authorized to administer oaths and take acknowledge, **Rosa M. Menendez and Rosario P. Duncan**, to me well known and known to me to be the individual(s) described in and who executed the foregoing instrument as **President and Secretary of MAGNA ADMINISTRATIVE SERVICES, INC.**, a Florida corporation, and acknowledged before me that THEY executed such instrument as Secretary and President of said corporation, and that the seal affixed to said instrument is affixed by due and regular corporate authority, and that said instrument is the free act and deed of said corporation, and THEY did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Florida, the day and year above written.

My Commission Expires:

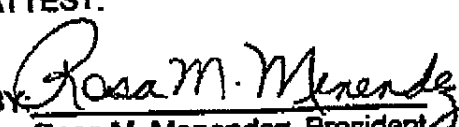


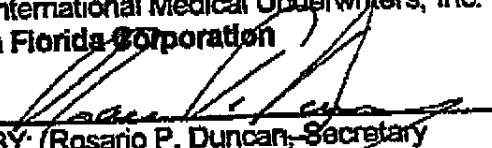

NOTARY PUBLIC
State of Florida at Large

ATTEST:

International Medical Underwriters, Inc.
a Florida Corporation

BY:


Rosa M. Menendez, President

BY:  (Rosario P. Duncan, Secretary)

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

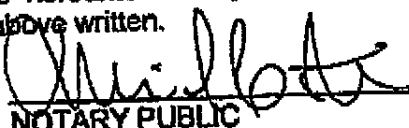
I HEREBY CERTIFY that this 23rd day of March, 1998, personally appeared before me, officers duly authorized to administer oaths and take acknowledgements, **Rosa M. Menendez and Rosario P. Duncan**, to me well known and known to me to be the individual(s) described in and who executed the foregoing instrument as **President and Secretary of INTERNATIONAL MEDICAL UNDERWRITERS, INC.**, a Florida corporation, and acknowledged before me that THEY executed such instrument as Secretary and President of said corporation, and that the seal affixed to said instrument is affixed by due and regular corporate authority, and that said instrument is the free act and deed of said corporation, and THEY did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Florida, the day and year above written.

My Commission Expires:

Worddoc/corp/lamarg/IMU

H98000008366


NOTARY PUBLIC
State of Florida at Large

