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LIMITED LIABILITY AMENDMENT

CHOICE 1 BENEFITS, LLC

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J. BRYAN APR - 4 2005

ARTICLES OF AMENDMENT
 TO THE ARTICLES OF ORGANIZATION
 OF
 CHOICE 1 BENEFITS, LLC
 (a Florida limited liability company)

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FIRST: The name of the limited liability company is Choice 1 Benefits, LLC.

SECOND: The date of filing of the articles of organization was May 24, 2004.

THIRD: The following amendment to the articles of organization was adopted by the limited liability company:

Article I shall be deleted in its entirety and replaced with the following:

Article I

The name of the Limited Liability Company is: C1 Benefits, LLC.

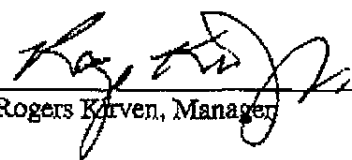
FOURTH: The following amendment to the articles of organization was adopted by the limited liability company:

Article V shall be deleted in its entirety and replaced with the following:

Article V

The business of the Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected by the Members of the Company in the manner prescribed by and provided in the Operating Agreement of the Company. Therefore, the Company is a manager-managed company. Such Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company.

Dated: April 1, 2005.



 Rogers Kirven, Manager