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November 26, 1997

VIA FEDERAL EXPRESS

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

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-12/10/97--01028--011
*****52.50 *****52.50

Re: Amendment to Application for Authorization for Providian Group, LLC

Dear Sir/Madam:

In connection with the above-referenced matter, enclosed please find the following documents:

1. One original and one copy of the Amendment to Application for Certificate of Authority of a Foreign LLC;
2. One Certificate of Name Change issued by the California Secretary of State; and
3. A check in the amount of \$52.50 payable to the Florida Department of State for payment of the filing fee and the issuance of the Certificate of Authority.

Please return evidence of this filing to the address listed above. If you have any questions regarding this filing or the enclosed documents, or if you require additional information, please contact the undersigned. Thank you for your attention to this matter.

Sincerely,


Lynn Burlingame
Paralegal

FILED
DEC 30 1997
PM 2:30
FLORIDA

m 970000000014

Name	Availability
Document	Enclosures
Examiner	DCC
cc:	Mr. Jayme Amirie
Underwriter	DCC
Verifier	DCC
Acting Verifier	DCC
W. P. Verifier	DCC

C. TAX _____
FILING. 52.50
R. AGENT FEE _____
C. COPY _____
TOTAL _____
N. BANK _____
BALANCE DUE _____
REFUND. _____

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Department of
State: Providian Group, LLC
2. Jurisdiction of its organization: California
3. Date authorized to do business in Florida: 01/09/97

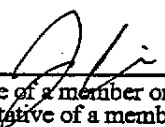
SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the
change effected under the laws of its jurisdiction of organization? 3/4/97
5. New name of the limited liability company: Group Advantage Providers, LLC

(Name must end with the words "limited company" or the abbreviation "L.C." if not so
contained in the name at present.)

6. If the amendment changes the period of duration, indicate new period of duration:
n/a
7. If the amendment changes the jurisdiction of organization indicate new jurisdiction:
n/a

11/26/97
Date


Signature of a member or the authorized
representative of a member

Jayme Amirie
Typed or printed name

97 DEC - 1 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

State of California



SECRETARY OF STATE

FILED

97 DEC -1 PM 2:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 19th day of November, 1996, PROVIDIAN GROUP, LLC became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That on the 4th day of March, 1997, there was filed in this office, a Certificate of Amendment to the Articles of Organization changing its name to:

GROUP ADVANTAGE PROVIDERS, LLC

**IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
6th day of March, 1997**



Bill Jones
BILL JONES
Secretary of State