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*A Limited Liability Partnership
including Prof. Assoc.*

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P000000033561
October 14, 2002

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Professional Benefit Solutions, Inc.

300008428383--4
-10/17/02--01058--022
*****43.75 *****43.75

Dear Madam or Sir:

Enclosed are the original and a copy of the Articles of Amendment for the above-referenced corporation. Also enclosed is a check in the amount of \$43.75 representing the filing fee. Please file the original and return to us the copy.

Thank you for your assistance in this matter.

Very truly yours,

John A. Garner
John A. Garner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 OCT 17 PM 4:29

sfm/Enclosure
c: Ms. Laurie Andrea

Amendment
10/21/02
DC

**Articles of Amendment
of
Professional Benefit Solutions, Inc.**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
2002 OCT 17 PM 4:29

Pursuant to Florida Statute Sections 607.1006 the Articles of Incorporation of **Professional Benefit Solutions, Inc.**, a Florida corporation are hereby amended as follows:

1. Article III of the Articles of Incorporation is hereby revoked and following Article III is inserted in lieu thereof:

ARTICLE III

The aggregate number of shares which this Corporation shall have authority to issue is 20,000 shares common stock with a par value of \$0.10 each; 10,000 shares shall be voting and 10,000 shares shall be non-voting. Shares of stock issued and outstanding as of January 1, 2002 shall be voting shares. Any shares of stock issued by the Corporation after January 1, 2002 shall be designated by the Corporation as voting or non-voting upon issuance. Common shares shall be the only class of shares which this Corporation shall have the authority to issue.

2. The foregoing amendment was adopted on the 19th day of June, 2002.
3. The amendment was adopted by the unanimous vote of all the Shareholders of the corporation. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned officer of the corporation has executed these Articles of Amendment this 19 day of June, 2002.

By: Laurie Andrea
Laurie Andrea, President