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BASIC AMENDMENT

PROFESSIONAL BENEFIT SOLUTIONS 2, INC.

Certificate of Status	0
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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
PROFESSIONAL BENEFIT SOLUTIONS 2, INC.**

PROFESSIONAL BENEFIT SOLUTIONS 2, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting Article 3 in its entirety and by substituting, in lieu thereof, the following:

"ARTICLE III

The maximum number of shares that this Corporation is authorized to have outstanding at any time is Four Thousand (4,000) shares of Common Stock with a par value of \$.02."

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1. above has been duly adopted in accordance with the provisions of §607.0821, .0704, .1003 and .1006, Florida Statutes, the shareholders and directors of the corporation having executed a written statement, dated July 15, 2004, manifesting their intention that the amendment be adopted.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President this 15th day of July, 2004.

PROFESSIONAL BENEFIT SOLUTIONS 2, INC.

By: Laurie Andrea
Laurie Andrea, President

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