#### BENEFITSCORP

Performance is the whole story.

# P07714

June 21, 2000

Secretary of State Corporations Division

> Re: Benefits Communication Corporation Amendment to Certificate of Authority Changing Name to BenefitsCorp, Inc.

> > 500003304505--0 -06/26/00--01101--001 \*\*\*\*\*35.00 \*\*\*\*\*\*35.00

To Whom It May Concern:

Benefits Communication Corporation hereby submits the form(s) required by your state, a check for the necessary fee, and the required supporting documentation, if any, from Delaware, its state of incorporation, to effect an amendment of its certificate of authority to change its name of record.

I have enclosed an extra copy of the form. Kindly "file" stamp that copy and return it to me in the enclosed postage paid envelope so that we may have evidence of filing for our files.

Your assistance with this matter is appreciated. If you should have any questions, I may be contacted at (303) 737-4675.

Very truly yours,

Jami L. Horwitz

Paralegal

**Enclosures** 

7/10/00

Amerio.

Spayre

Benefits Communication Corporation Securities offered through BenefitsCorp Equities, Inc.

8515 East Orchard Road, D786 Englewood, CO 80111

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rest-Mest Company

## PROFIT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

### SECTION I (1-3 MUST BE COMPLETED)

Name of corporation as it appears	s on the records	of the Department of State.	
Delaware	3.	October 11, 1985	
Incorporated under laws of		Date authorized to do business in	1 Florida
SE (4-7 complete only	CTION II Y THE APPLIC	ABLE CHANGES)	
4. If the amendment changes the name of the corporati	ion, when wa	s the change effected under the	he laws of
its jurisdiction of incorporation? March 27, 2	2000	· · ·	
Name of corporation after the amendment, adding suffix "corp not contained in new name of the corporation.	ooration" "comp	oany" or "incorporated," or appropr	iate abbreviation, if
6. If the amendment changes the period of duration, in			OO JU SECR TALLA
No.	ew Duration	-	FILED N 26 A ETARY I
7. If the amendment changes the jurisdiction of incorp	oration, indic	cate new jurisdiction.	AM 9: 51 OF STAT E, FLOR
Nev	w Jurisdiction	· ·	Om -
Bossely A. Burne Signature		6/20/00 Date	<del></del> ·
Beverly A. Byrne Typed or printed name		Secretary and Chief Title	Compliance Office

#### State of Delaware

PAGE 1

#### Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY THAT THE SAID "BENEFITS

COMMUNICATION CORPORATION", FILED A CERTIFICATE OF AMENDMENT,

CHANGING ITS NAME TO "BENEFITSCORP, INC.", THE TWENTY-SEVENTE

DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID.

CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF

DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE

EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE

RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT

BUSINESS.

Edward J. Freel, Secretary of State

AUTHENTICATION:

0488310

06-09-00

DATE:

2067349 8320

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