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Amend
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TOTAL BENEFITS INC.**

FILED
2010 MAR 23 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Article 5 of the Articles of Incorporation provides:

President: Keith Tirico
Secretary: Keith Tirico

SECOND: Article 5 shall be amended to state:

President: Keith Tirico
Vice-President: Kelley Kaupas-Rheault
Secretary: Scott Stowell

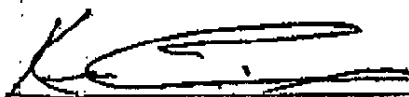
whose mailing addresses shall be the same as the mailing address of the Corporation.

THIRD: The date of the adoption of this amendment is the 9 March 2010.

FOURTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

FIFTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 9 March 2010


Keith Tirico, Chairman of the Board of
Directors



SPIEGEL & UTRERA, P.A.
LAWYERS

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