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PROFESSIONAL ASSOCIATION

Nicholas J. Rubino*
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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

00 AUG 25 PM 3:45

FILED

August 23, 2000

Florida Department of State
Corporate Records Division
P.O. Box 6327
Tallahassee, FL 32314

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-08/25/00--01060--002
*****35.00 *****35.00

Re: BENEFITS, INC.

Dear Madam/Sir:

Enclosed for filing please find the Articles of Amendment to Articles of Incorporation of BENEFITS, INC. I have enclosed our firm's check in the amount of \$35.00 for the appropriate filing fee. Please file the Articles of Amendment to Articles of Incorporation and return a certified copy of same to me at the above address.

Please feel free to contact me at this office in the event that you have any questions or comments regarding this matter.

Sincerely,

*Amend
9-11-00
MRH*

RUBINO & ASSOCIATES, P.A.

Michelle R. Haynes
Michelle R. Haynes, Paralegal to
Nicholas J. Rubino

mrh
Encls.

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
BENEFITS, INC.**

FILED
00 AUG 25 PM 3:45
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as the President and Secretary of BENEFITS, INC., a Florida Corporation, for and on behalf of the Corporation, hereby executes these Articles of Amendment to the Articles of Incorporation:

ARTICLE III, of said Articles of Incorporation, which presently reads:

"The number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND, no par value."

shall be amended to read as follows:

"The authorized capital stock of the Corporation shall consist of ten thousand (10,000) shares of Common Stock, par value \$1.00 per share divided into two classes. Five thousand (5,000) shares of Common Stock shall be designated Class A Voting Common Stock. The holders of the shares of Class A Voting Common Stock shall have the exclusive voting rights at any shareholders meeting and shall be entitled to one vote per share on all matters as to which the holders of the Class A Voting Stock are entitled to vote. Five thousand (5,000) shares of Common Stock shall be designated Class B Non-Voting Common Stock. The holders of the shares of Class B Non-Voting Common Stock shall not be entitled to vote at any shareholders meeting. The consideration to be paid for each shall be fixed by the Board of Directors and such consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of a corporation with value, in the judgement of the directors, equivalent to or greater than the full value of shares."

PREEMPTIVE RIGHTS

"In the event of an increase in the authorized common stock or the sale of such additional common stock by the Corporation, the holders of the common stock of the Corporation, at that time, shall have the exclusive right to subscribe or purchase in proportion to their holdings of common stock so to be issued (as nearly as may be done without issuance of fractional shares.) No holder of common stock shall have any right, preemptive or other, to subscribe or purchase any stock of the Corporation of a different kind, class or series of stock of the Corporation. The preemptive rights shall be exercisable only upon such conditions as are prescribed by the Board of Directors. The shareholder shall be required to purchase the shares at the current value at the time of the purchase. For the purposes of the foregoing, the term "common Stock" shall include Class A Voting Common Stock and Class B Non-Voting Common Stock.

611 08-16-00
This amendment was so adopted and approved by the shareholders. The number of votes cast for the amendment was sufficient for approval to be effective on the date of filing of these Articles of Amendment with the Department of State, State of Florida.

IN WITNESS WHEREOF, the undersigned, as the President and Secretary of this corporation has executed these Articles of Amendment this 16th day of August, 2000.

BENEFITS, INC.

By: 
BARBARA STEINBERG,
President and Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to and subscribed before me by BARBARA STEINBERG, who has produced a Florida Driver's License as identification this 16th day of August, 2000.


NOTARY PUBLIC

My Commission Expires:

(NOTARIAL SEAL)

