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FLORIDA DIVISION OF CORPORATIONS

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NAME: EXCEL BENEFITS, INC.

AUDIT NUMBER.....H98000005484

DOC TYPE.....BASIC AMENDMENT

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Amendment  
03-20-98

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ARTICLES OF AMENDMENT TO THE ARTICLES  
OF INCORPORATION  
OF  
EXCEL BENEFITS, INC.

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Pursuant to the provisions of the laws of the State of Florida as contained in Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is EXCEL BENEFITS, INC.
2. The following amendment of the Articles of Incorporation was adopted by the Shareholders of the Corporation by written consent, in the manner prescribed by Section 607.1003 of the Florida Business Corporation Act:

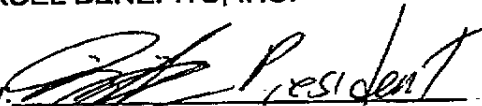
Article IV of the Articles of Incorporation is hereby amended to read in its entirety as follows:

"The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share."

3.. This Amendment was made and duly approved by the Written Consent of the Shareholders of the Corporation in accordance with Florida Statutes Section 607.1003 as of the 14 day of March, 1998.

IN WITNESS WHEREOF, the undersigned has this 19 day of March, 1998, made and subscribed these Articles of Amendment for Excel Benefits, Inc. for the uses and purposes aforesaid.

EXCEL BENEFITS, INC.

By:   
Name: Michael A. Speizman  
Title: President

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