

P95000072562

LESSER & LESSER, P.A.
ATTORNEYS AT LAW
909 N. DIXIE HIGHWAY
WEST PALM BEACH, FLORIDA 33401-3329
(561) 655-2028

JOE H. LESSER (1899-1982)
SHEPARD P. LESSER
GARY S. LESSER

January 29, 1997

Division of Corporations
Florida Department of State
Attention: Amendment Department
PO Box 6327
Tallahassee, FL 32314

FILED
97 MAR -3 AM 11:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

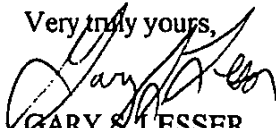
RE: BENEFITS FINANCIAL GROUP AMENDMENT TO ARTICLES OF INCORPORATION

Dear Sir/Madam:

Enclosed please find the original executed Articles of Amendment to Articles of Incorporation for the above-named corporation together with my check in the amount of \$35.00.

Please return a certified copy of the Articles of Amendment at your earliest convenience. Thank you for your prompt attention to this matter.

Very truly yours,


GARY S. LESSER
GSL:kb

200002080072--6
-02/06/97--01050-009
*****35.00 *****35.00

Enclosures

Amend

VS MAR 3 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1997

GARY S. LESSER
909 N. DIXIE HWY.
W. PALM BEACH, FL 33401-3329

SUBJECT: BENEFITS FINANCIAL GROUP, INC.
Ref. Number: P95000072562

We have received your document for BENEFITS FINANCIAL GROUP, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 397A00007681

LESSER & LESSER, P.A.

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WEST PALM BEACH, FLORIDA 33401-3329

(561) 655-2028

JOE H. LESSER (1899-1982)
SHEPARD P. LESSER
GARY S. LESSER

February 27, 1997

Division of Corporations
Florida Department of State
Attention: Velma Shepard, Corporate Specialist
PO Box 6327
Tallahassee, FL 32314

RE: BENEFITS FINANCIAL GROUP, INC.
Ref. Number: P95000072562

Dear Ms. Shepard:

Thank you for your February 13, 1997 and am resubmitting via facsimile and regular US Mail the Articles of Amendment for the above-referenced corporation.

I am also enclosing herewith the Stock Acquisition Agreement signed by all shareholders of the corporation in question. Based on my experiences, this should satisfy the issues raised in your February 13, 1997 letter. Thank you in advance for your prompt and professional processing of this matter at this time. Returned

Very truly yours,



GARY S. LESSER

GSL:kb

Enclosures

cc: Larry Kazinec

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BENEFITS FINANCIAL GROUP, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

These Articles of Amendment are designed to amend the Articles of Incorporation filed with the Secretary of State, Division of Corporations, with corporation number P95000072562 being issued on September 18, 1995:

Article VIII is to be amended in that Larry Kazinec should now be the president, vice-president and secretary/treasurer for the above-referenced corporation.

Article VIII is to be amended to provide that Larry Kazinec should be the sole director and shareholder of the above-referenced corporation.

Dated this 21 day of January, 1997.

By: Larry Kazinec
Larry Kazinec

On this 21 day of JANUARY, 1997, personally appeared before me, LARRY KAZINEC, who produced _____ as identification, or who is personally known to me, acknowledged that he executed the foregoing instrument for the purpose therein expressed.

WITNESS my hand and official seal the day and year first written above.

Angela C Koch
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: 6/20/2000

OFFICIAL NOTARY SEAL
ANGELA C KOCH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC563630
MY COMMISSION EXP. JUNE 19, 2000