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January 11, 2000

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-01/13/00--01091--003
*****43.75 *****43.75

RE: EPG Benefits, Inc.

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Amendment to Articles of Incorporation, for the above-referenced corporation. I am requesting a certified copy of the filed Amendment. Enclosed is a check in the amount of \$43.75 which includes the \$35.00 filing fee and the \$8.75 certification fee.

Please file, certify and return the Amendment to Articles of Incorporation as soon as possible.

Sincerely,

PATHMAN LEWIS, P.A.

Antoinette "Toni" Salmon
Paralegal

NC
1-24-00
PAS

FILED
00 JAN 13 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/ts

Enclosures

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

FILED
00 JAN 13 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

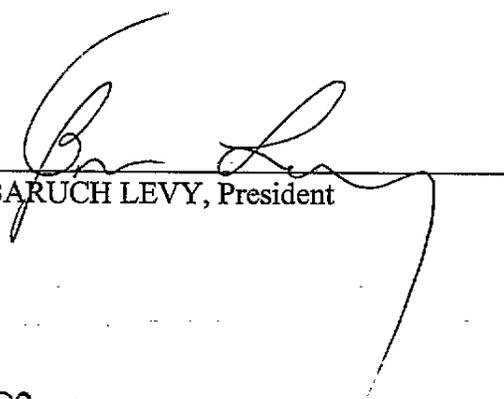
The undersigned, pursuant to Section 607.1006, Florida Statutes, does hereby state as follows:

- 1 The name of this corporation is EPG BENEFITS, INC. (the "Corporation").
- 2 Article I of the Articles of Incorporation of the Corporation is amended to change the name of the Corporation to be as follows:

EMERALD BENEFITS, INC.

- 3 This Amendment was adopted as of the date set forth below.
- 4 This Amendment was adopted by the Board of Directors and Shareholders of the Corporation, with the number of votes being sufficient for approval.

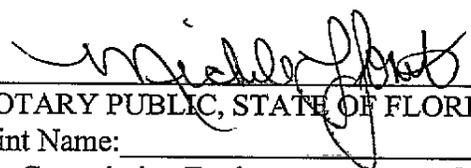
Dated this 13TH day of December, 1999.



BARUCH LEVY, President

STATE OF FLORIDA)
) SS.:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this 20 day of December, 1999 personally appeared BARUCH LEVY, as President of EPG BENEFITS, INC., on behalf of the Corporation. The undersigned is personally known to me or has delivered a Florida Driver's License as identification and did take an oath.



NOTARY PUBLIC, STATE OF FLORIDA

Print Name: _____

My Commission Expires: _____

