Law Offices William H. Hallman, III, P.A.

503 East Jefferson Street . Brooksville, Florida 34601 Telephone (352) 799-3828

P970000003679
November 23, 1998

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: National Benefit Resources Administrators, Inc.

Dear Ladies and Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Amendment to Articles of Incorporation of the above corporation, together with my check in the amount of \$35.00 for the filing fee.

Please return a copy of same that reflects its filing in the enclosed stamped, addressed envelope.

Sincerely,

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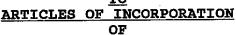
William H. Hallman, III WHH/cdf

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TLL DEC 8 1998

ARTICLES OF AMENDMENT TO BETICLES OF INCORPORATIO



NATIONAL BENEFIT RESOURCES ADMINISTRATORS, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or adopted)

Amend Article III - Shares of Common Stock:

The aggregate number of shares which the corporation has authority to issue is 1,500 shares of common stock with no par value

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: November 17, 1998

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- [x] The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- [] The amendment(s) was/were approved by the shareholders through voting groups. The following statements must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by ______ voting group

[] The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

[]	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this /7th day of November , 1998.
Sign	ature: (Chairman or Vice chairman of the Board of Directors,
	President or other officer if adopted by the shareholders) OR (By a director if adopted by the directors) OR (By an incorporator if adopted by the incorporators)
	Gerald D. Baum
	Typed or printed name
	President.
	Title