P970000l6840

Antonio Faga
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Naples, Florida 34102
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January 20, 1998

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

200002425392--2
-02/09/98--01107--006
*****35.00   *****35.00

    RE: Benefits Corporation Of America, Inc.
             Document Number P97000016840

Dear Sir or Madam:

    Please file the enclosed Certificate Designating Change of Registered Agent in the above referenced corporation. A check in the amount of $35.00 is also enclosed for the fee.

    Thank you for your attention.

              Very truly yours,

              Antonio Faga

AF:tk
Enclosure

FILED
98 FEB -9 AM 8: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Admitted in New York
25 Hopper Street
Utica, New York 13501
315·797·6990
Fax 315·797·5320

CERTIFICATE DESIGNATING CHANGE
OF
REGISTERED AGENT

In compliance with section 607.0501, Florida Statutes, the following is submitted:

1) Name of the Corporation is BENEFITS CORPORATION OF AMERICA, INC.

2) Street address of the Registered Office is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311.

3) Date of incorporation: February 21, 1997, Document number: P97000016840.

4) Name of the current Registered Agent is Filings, Inc.

5) Name of the successor Registered Agent is Antonio Faga, Esquire.

6) Street address of the new Registered Agent is 375 12th Avenue, S., Naples, Florida 34102.

7) Such change of Registered Agent and Registered Office was authorized by an Officer of the Corporation, so authorized by the Board of Directors.

Signature _____

Title _President_____

Date _February 4, 1998_____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Dated: _2|4|98_____   Signature: _____

Antonio Faga, Esquire