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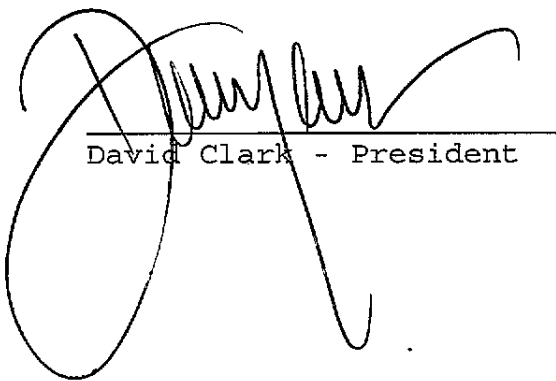
September 20, 1998

To Whom It May Concern:

If there are any questions concerning the filing this amendment to these Articles of Incorporation, please feel free to contact Mr. James Strong at 904-761-7855.

The signature below authorizes you to act upon his direction in this matter.

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-02/10/99--01093--005
*****35.00 *****35.00



David Clark - President

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2-10-99

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Federal Benefits Group Inc.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to it's articles of incorporation.

FIRST: Amendment adopted: Article I being amended to read as follows.

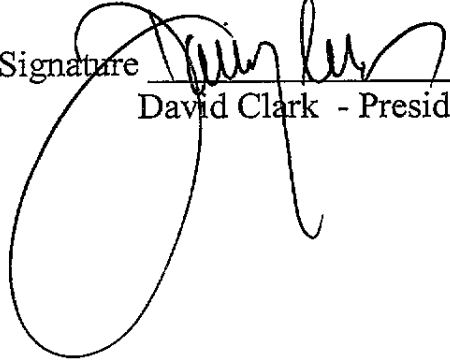
ARTICLE I = NAME

The name of the Corporation shall be AmeriTrust Financial Group Inc.

The above amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval. A copy of voting results is attached.

Signed this 29th day of January, 1999.

Signature


David Clark - President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MINUTES OF THE SPECIAL MEETING OF SHAREHOLDERS

OF

Federal Benefits Group Inc.

The special meeting of shareholders of the corporation was held at Ft Lauderdale FL on Jan 29, 1999 at 2:00 P.M.

The following shareholders were present: David A Clark being a majority of the shareholders and a quorum.

David Clark was elected chairman of the meeting, and Joanne Clark was elected secretary of the meeting.

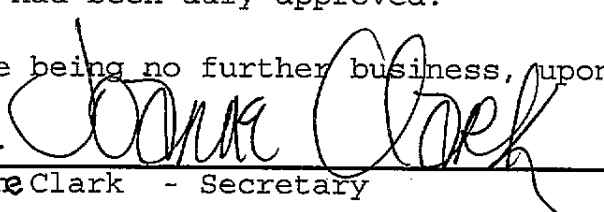
The chairman then stated the meeting was called for the purpose of proposing that the corporation amend "Article I of it's "Articles of Incorporation" to read: ARTICLE I = NAME "AmeriTrust Financial Group Inc."

A vote was taken which showed 100% shares in favor.

0% shares opposed.

The chairman thereupon declared that the motion or action described had been duly approved.

There being no further business, upon motion, the meeting adjourned.


Joanne Clark - Secretary