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March 23, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Gentlemen:

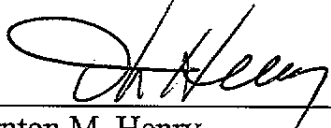
Re: Benefit Management Group, Inc.

Enclosed are the original and a copy of Amendment No. 1 to the Articles of Incorporation of the captioned corporation. Please file the original and return the copy certified.

A check in the amount of \$43.75 is enclosed to cover the \$35.00 filing fee and the \$8.75 fee for the certified copy.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By 
Thornton M. Henry

Enclosures
N:\TME\19227-1\Amend Filing Letter.wpd

Amend
4-3-01
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FILED
01 MAR 28 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT NO. 1
TO
ARTICLES OF INCORPORATION
OF
BENEFIT MANAGEMENT GROUP, INC.

FILED
01 MAR 28 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.10025, Florida Statutes, the Articles of Incorporation of BENEFIT MANAGEMENT GROUP, INC., a Florida corporation, are amended as follows:

1. Article III is amended to read as follows:

ARTICLE III

Capital Stock

The capital stock of the corporation shall consist of 200,000 shares of common stock of \$0.05 par value, fully paid and non-assessable.

2. In accordance with the above amendment, 10,000 of the shares of common stock will be divided into 200,000 shares of that same class.

3. The amendment was duly and unanimously adopted by the Board of Directors and by all holders of the outstanding stock of the corporation, by written instrument dated 29 JAN, 2001.

4. The amendment neither adversely affects the rights or preferences of the holders of outstanding shares of any class or series, nor causes the percentage of authorized shares that remain unissued after the division to exceed the percentage of authorized shares that were unissued before the division.

5. The division of shares under the amendment set forth in paragraph 1 above shall take effect upon the filing of this AMENDMENT NO. 1 in the office of the Secretary of State of Florida.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed in its name by its President this 29 day of JAN, 2001.

(CORPORATE SEAL)

BENEFIT MANAGEMENT GROUP, INC.

By

Kenneth M. Evelyn
KENNETH M. EVELYN, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that the foregoing document was acknowledged before me by KENNETH M. EVELYN, President of BENEFIT MANAGEMENT GROUP, INC., on behalf of said corporation, who is personally known to me or who produced a driver license as identification this 29 day of JAN, 2001.

(NOTARY SEAL)



Linda M. Manning
Commission # CC 804148
Expires Jan. 24, 2003
Bonded thru
Atlantic Bonding Co., Inc.

Linda M. Manning
Notary Public
Print Name: Linda M. Manning
Commission No.: CC 804148
My Commission Expires: 1-24-2003