

P97000061992



INTERNATIONAL ASSISTANCE, INC.

July 23, 1998

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

Re: **Articles of Amendment - Mercury International Assistance, Inc.**
Document No.: P97000061992

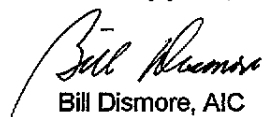
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sirs:

Please find enclosed our check for \$35.00 and the Articles of Amendment to change the corporation name and officers. Kariv International will appoint a new registered agent within the next 60 days and you will be duly notified.

The reason for the change is that the assets of the corporation have been purchased by Delphi Holdings, LLC, a Wisconsin corporation on July 10, 1998.

Sincerely yours,


Bill Dismore, AIC
President

Enclosures

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-07/27/98-01121-011
*****35.00 *****35.00

Amend + N.C.
8-12-98
CC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 3, 1998

MERCURY INTERNATIONAL ASSISTANCE, INC.
BILL DISMORE
7522 WILES RD., STE. 207
CORAL SPRINGS, FL 33067

SUBJECT: MERCURY INTERNATIONAL ASSISTANCE, INC.
Ref. Number: P97000061992

We have received your document for MERCURY INTERNATIONAL ASSISTANCE, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 398A00040496

August 6, 1998

Dear Ms. Coulliette,

The Amendment has been corrected, pursuant to your instructions. Please note the attached

Bill Dismore



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 28, 1998

MERCURY INTERNATIONAL ASSISTANCE, INC.
BILL DISMORE
7522 WILES RD., STE. 207
CORAL SPRINGS, FL 33067

SUBJECT: MERCURY INTERNATIONAL ASSISTANCE, INC.
Ref. Number: P97000061992

We have received your document for MERCURY INTERNATIONAL ASSISTANCE, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You need to remove the Article which has the statement concerning the registered agent. You must file a resignation of registered agent form with a filing fee included if you wish to take the current agent off the corporation at this time.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 598A00039662



July 31, 1998

Ms. Cheryl Coulliette
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **Letter No. 598A00039662**

Dear Ms. Coulliette:

Please find enclosed the corrected Articles of Amendment. You will find that we have eliminated the change of agent of record.

Under separate cover, please send the correct form to change the designation of registered agent along with the proper fee.

Thank you for your attention.

Respectfully yours,

A handwritten signature in cursive script that reads "Bill Dismore".

Bill Dismore, AIC
President

Enclosure

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MERCURY INTERNATIONAL ASSISTANCE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amendments adopted:

ARTICLE 1: The name of the corporation shall be changed to **KARIV INTERNATIONAL, Inc.**

ARTICLE VI: The principal place of business of this corporation shall be 1 Hrechev Street, P.O. Box 57494, Tel Aviv 81573, Israel or in any city of the State of Florida designated by the Board of Directors.

ARTICLE VIII: The names and post office addresses of the Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the by-laws, and the corporation laws of the State of Florida, shall assume and hold office by order of this amendment, until their successors are elected and have qualified shall be:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Y. Shayke Kariv	CEO, President	1 Hrechev St., P.O. Box 57494, Tel Aviv, Israel

SECOND: All 1,000 shares of stock are issued to Global Assistance Holding, B.V. by transferring all of the original issue from William E. Dismore to Global Assistance Holding, B.V., effective July 10, 1998.

THIRD: The date of each amendment's adoption is July 10, 1998.

FOURTH: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 23rd day of July, 1998.

Signature: _____

William E. Dismore, as President