



THE UNITED STATES
CORPORATION
COMPANY

P98000003480

ACCOUNT NO. : 072100000032

REFERENCE : 672257 4728359

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 16, 1998

ORDER TIME : 2:13 PM

ORDER NO. : 672257-005

CUSTOMER NO: 4728359

CUSTOMER: Barbara Rowe, Legal Assistant
Bush Ross Gardner Warren &
220 South Franklin Street

Tampa, FL 33602

100002403851--4
-01/20/98--01002--006
*****87.50 *****87.50

DOMESTIC AMENDMENT FILING

NAME: REDNER & SANTORO, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

FILED
98 JAN 16 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
98 JAN 16 PM 3:34
DIVISION OF CORPORATION
Name Change
J.C.

BUSH ROSS GARDNER WARREN & RUDY, P.A.

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PAUL D. WATSON
DAVID B. WILLIAMS

January 15, 1998

Corporate Records Bureau of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

RE: Self Insured Benefit Administrators, Inc.

Ladies/Gentlemen:

On behalf of the above captioned corporation (the "Corporation"), I am forwarding an original and one copy of the Corporation's Articles of Amendment to the Articles of Incorporation. Also enclosed is our firm check in the amount of \$87.50 in payment of the filing fee and certified copy for such Amendment.

Sincerely,



Barbara A. Rowe,
Legal Assistant to
Richard B. Hadlow

/bar
Enclosures
142842.01

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
REDNER & SANTORO, INC.

FILED

98 JAN 16 PM 4:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REDNER & SANTORO, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the current Article I in its entirety and substituting in its place an Article I, which states the following:

"ARTICLE I

Corporate Name and Principal Office

The name of the corporation is The Amphitheater, Inc. and its principal office and mailing address is 644 Island Way, Suite 405, Clearwater, Florida 34630."

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1. above has been duly adopted in accordance with the provisions of §§ 607.1005 and .1006, Florida Statutes, a shareholder vote not having been required, because the Corporation has not yet issued shares of its capital stock; the Corporation's sole incorporator not yet having appointed the Corporation's initial Board of Directors; and the Corporation's incorporator having executed a written statement, dated January 15, 1998, setting forth such amendment and manifesting her intention that the amendment be adopted.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its sole incorporator this 15th day of January, 1998.

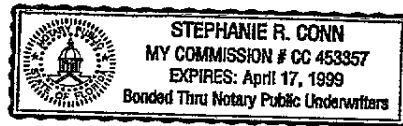
REDNER & SANTORO, INC.

By: Barbara A. Rowe
Barbara A. Rowe
Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, under oath, this 15th day of January, 1998, by Barbara A. Rowe, an individual who is personally known to me or has produced _____ as identification, in her capacity as incorporator of Redner & Santoro, Inc., a Florida corporation, on behalf of the corporation and for the uses and purposes described therein.



sign Stephanie R. Conn
print Stephanie R. Conn

NOTARY PUBLIC, State of Florida
at Large

My Commission Expires: 4/17/99

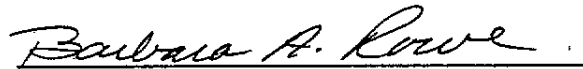
142839.01

**WRITTEN ACTION OF INCORPORATOR
OF
REDNER & SANTORO, INC.**

The undersigned, being the incorporator of REDNER & SANTORO, INC., a Florida corporation (the "Corporation"), the Corporation not yet having issued shares of the Corporation's common capital stock, and the incorporator not yet having elected the Corporation's first Board of Directors, hereby takes the following written action in lieu of holding a meeting to consider and act upon the same, as authorized by § 607.1005, Florida Statutes, and not otherwise proscribed by the Corporation's Articles of Incorporation:

1. Change of Corporation's Name. The incorporator hereby approves changing the Corporation's name to THE AMPHITHEATER, INC.

Dated: January 15, 1998


Barbara A. Rowe, Incorporator