

P98000007640
STATEWIDE ADMINISTRATORS, INC.
3121 W. HALLANDALE BEACH BLVD.
SUITE 101
PEMBROKE PARK, FLORIDA 33009
(954)964-6860 FAX(954)964-1031

December 29, 1999

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

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*****35.00 *****35.00

RE: Amendments:
Statewide Administrators, Inc. P98000007640

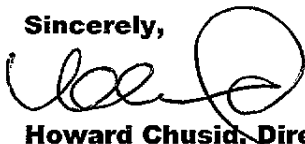
To Whom It May Concern:

Enclosed please find the amendments to Statewide Administrators, Inc. corporate documents. Additionally, please find a check for \$35.00.

I have enclosed an additional copy, please return a filed copy of the documents for our records.

Should you have any questions, please feel free to call me.

Sincerely,



Howard Chusid, Director

Howard Chusid GAVE

AUTHORIZATION BY PHONE TO

CORRECT

add word

DATE

1-13-2000

DOC EXAM

A Chesnut

President after his name

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
STATEWIDE ADMINISTRATORS, INC.**

Pursuant to the provisions of section 607.1006, 607.0502, 617.0502, 607.1508 or 617.1508, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

Article VI: To be amended:

The name of the new registered agent at 3121 W. Hallandale Beach Blvd., Suite 101, Pembroke Park, Florida will be Howard Chusid.

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



Signature of Registered Agent

To be Deleted:

David Russell will no longer be the registered agent, and his resignation is attached.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VIII: 8.02

To be Deleted:

David Russell will no longer be a Director. See attached resignation.

To be Amended:

Howard Chusid of 3121 W. Hallandale Beach Blvd, Suite 101, Pembroke Park will be a Director

Lisa Tsois of 3121 W. Hallandale Beach Blvd, Suite 101, Pembroke Park will be a Director

Dawn Villacci of 3121 W. Hallandale Beach Blvd, Suite 101, Pembroke Park will be a Director

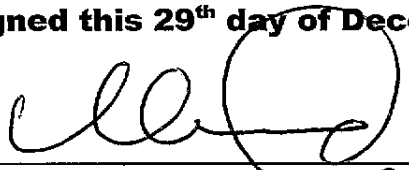
Zaida Holland of 3121 W. Hallandale Beach Blvd, Suite 101, Pembroke Park will be a Director

James Grippando of 3121 W. Hallandale Beach Blvd, Suite 101 Pembroke Park will be a Director

The date of adoption of these amendments shall be December 29, 1999.

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

Signed this 29th day of December, 1999



Director - *Howard Chusid* President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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David Russell

Orr's Pond
6461 Sunset Drive
South Miami, Florida 33143

Telephone: (305) 669-9063
Fax: (305) 663-5866

VIA FAX

December 29, 1999

Howard Chusid, Director
Statewide Administrators, Inc.
3121 W. Hallandale Beach Blvd.
Suite #101
Pembroke Park, Fl 33009

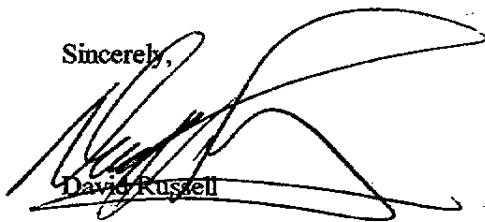
Re: Statewide Administrators, Inc.

Dear Howard:

I am hereby resigning as a Director, Officer, and Registered Agent for Statewide Administrators, Inc.

Effective with this letter, I will no longer have any responsibility for the above referenced corporation.

Sincerely,



David Russell

DR/jsg

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TALLAHASSEE, FLORIDA