FRANK • EFFMAN • WEINBERG • BLACK, P.A.

P98000041641

NEIL G. FRANK
STEVEN W. EFFMAN
STEVEN A. WEINBERG
DAVID W. BLACK
DAVID A. CHENKIN
RANDY J. NATHAN
KARIN BAYNE HENSEL
EDMUND M. ARISTONE, JR.

July 29, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: USIS OF FLORIDA ASSOCIATES, INC. OUR FILE NO. 6214.001

Dear Sir/Madam:

500002612505--9 -08/11/98--01030--001 ******35.00 ******35.00

Enclosed herein please find the following document for filing with respect to the above-referenced entity:

Articles of Amendment of USIS of Florida Associates, Inc.

Upon filing the above-referenced document, please provide the undersigned with proof of filing. In addition, please return true copies to us for our records.

Thank you for your attention to this matter. Should you have any questions, please do not hesitate to contact us.

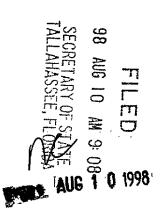
Very truly yours,

FRANK, EFFMAN, WEINBERG & BLACK, P.A.

DULL NUUWY / TWW BRUCE HURWITZ, ESQUIRE

For the Firm

BH/lbw enclosures secstate.cor





FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

August 4, 1998

BRUCE HURWITZ, ESQ. FRANK, EFFMAN, WEINGERG, BLACK, P.A. 8000 PETERS ROAD PLANTATION, FL 33324

SUBJECT: USIS OF FLORIDA ASSOCIATES, INC.

Ref. Number: P98000041641

We have received your document for USIS OF FLORIDA ASSOCIATES, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

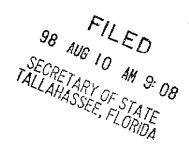
Letter Number: 398A00040669

Thelma Lewis
Corporate Specialist Supervisor

ARTICLES OF AMENDMENT

OF

USIS OF FLORIDA ASSOCIATES, INC.



- 1. The name of the Corporation is: USIS OF FLORIDA ASSOCIATES, INC.
- 2. The name of the Corporation is hereby amended to: INLINE FINANCIAL GROUP-USI, INC.
- 3. By Action by Unanimous Written Consent of the Directors and Shareholders dated WW 30, 1998, the Board of Directors and Shareholders of the Corporation approved these Articles of Amendment and that the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 30 day of June, 1998.

USIS OF FLORIDA ASSOCIATES, INC.

By:

Name: Ira Martin Title: President