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OAKLAND ASSOCIATES, INC.

5800 NW 63rd PLACE

PARKLAND, FL. 33067

(954) 753-3299

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

May 8, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 11 PM 3:29

RE: Articles of Amendment, Benefits Direct, Inc./Oakland Associates, Inc.

Dear Sir,

Enclosed please find the filing fee of \$35.00 made payable to the Department of State and two copies of the Articles of Amendment. As per the attached amendment, the Corporation name has been changed from Benefits Direct, Inc. to Oakland Associates, Inc.. Please advise if you will require any further information.

Sincerely,


Howard S. Dvorkin, President

N/C

V. SHEPARD MAY 24 2000

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BENEFITS DIRECT, INC.**

FILED
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00 MAY 11 PM 3:29

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

Article I has been amended as of April 1, 2000 to read as follows:

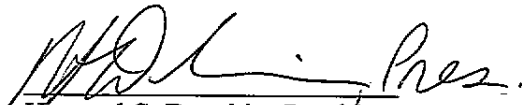
**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be:

Oakland Associates, Inc.

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 8th day of May, 2000.

 Pres.
Howard S. Dvorkin, President