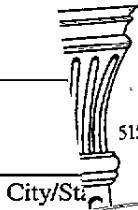


P99000034473



DAVID E. LEIGH, P.A.
THE NEWGATE TOWER
5150 TAMiami TRAIL NORTH • SUITE 501
NAPLES, FLORIDA • 34103

City/State

Phone #

FILED

01 MAY 14 AM 11:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #) **100004214591--1**
-05/14/01--01072--002
*****35.00 *****35.00
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

NK
5-18-01
PMS

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
USA EMPLOYEES SERVICES, INC.
NOW KNOWN AS USA 1 BENEFITS, INC.**

FILED
01 MAY 14 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST:

Article I of the Articles of Incorporation is hereby deleted in full and the following language shall be inserted in its place:

ARTICLE I

NAME AND ADDRESS

The name of the corporation is USA 1 BENEFITS, INC. The address of the corporation is 2264 J&C Boulevard, Naples, Florida 34109.

SECOND:

The date of the adoption of the amendment was the 11th day of May, 2001.

Dated the ____ day of May, 2001.

USA EMPLOYEES SERVICES, INC.


Glenn Herriman, President

THIRD:

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