Populate Services, Inc. 2264 J & C Blvd. Naples, Fl. 34109

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

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

January 24, 2002

USA EMPLOYEE SERVICES, INC. 2264 J & C BLVD. NAPLES, FL 34109

SUBJECT: USA 1 BENEFITS, INC. Ref. Number: P99000034473

We have received your document for USA 1 BENEFITS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain Corporate Specialist

Letter Number: 802A00003998

ARTICLES OF AMENDMENT TO

ARTICLES OF INCORPORATION OF USA 1 BENEFITS, INC.

NOW KNOWN AS USA EMPLOYEE SERVICES, INC.

Pursuant to the provisions of Section 607.1006, 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 EMPLOYEE SERVICES, INC. The address of the corporation is 2264 J&C Boulevard, Naples, Florida 34109.

SECOND:

The Amendment was adopted and approved by the Shareholders on the 25th day of Tanta 2002. The number of votes cast for the amendment was sufficient for approval.

Dated the day of Feb , 2002.

USA 1 BENEFITS, INC.

Glenn Herriman, President