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March 6, 2000

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-03/23/00--01104--007
*****43.75 *****43.75

Re: STAFLAC, INC.

Gentlemen:

Enclosed are the original and a copy of Amendment No. 1 to the Articles of Incorporation of the above captioned corporation. Please file the original and return the copy certified.

A check in the amount of \$43.75 is enclosed to cover the \$35.00 filing fee and the \$8.75 fee for the certified copy.

Sincerely,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By: 

Peter Blatt

PB:sls

Enclosures

N:\PAB\9841-15\corporate ltr.wpd

N/c
VS
3-31-2000

FILED
00 MAR 23 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT NO. 1
TO
ARTICLES OF INCORPORATION
OF
STAFLAC, INC.

FILED
00 MAR 23 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STAFLAC, INC., a Florida corporation, under its corporate seal and by the hand of its sole Director, RON SELLERS, hereby certifies that:

Upon the proposal of the sole Director of the corporation, the sole Director and the sole Shareholder have unanimously agreed to change the name of the Corporation.

ARTICLE I

Name

The name of the corporation shall be RSA BENEFITS, INC.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed in its name by its sole Director this 17 day of March, 2000.

STAFLAC, INC.

(CORPORATE SEAL)

By Ron Sellers
Ron Sellers, Director

**JOINT DIRECTOR'S AND STOCKHOLDER'S
CONSENT**

Pursuant to Florida Statutes 607.0821 and 607.0704, we, the undersigned, being all of the Directors and Stockholders of STAFLAC, INC., a Florida corporation, do hereby consent to the amendment of the Articles of Incorporation to change the name of the corporation to "RSA BENEFITS, INC." The director of the corporation is authorized to execute an Amendment to the Articles of Incorporation and to see to its filing with the Secretary of State of Florida.

Dated this 17th day of March, 2000.

A handwritten signature in cursive script, appearing to read "Ron Sellers", is written over a horizontal line.

Ron Sellers, Director and Stockholder