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March 15, 1999

Florida Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL. 32314

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-03/17/99 -01074-005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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99 MAR 17 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

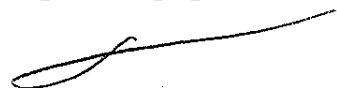
RE: ROSENBLUM FINANCIAL GROUP, INC.  
ARTICLES OF AMENDMENT

Dear Division of Corporations:

Enclosed please find payment in the amount of \$35.00 together with original and copy of Articles of Amendment to the Articles of Incorporation of Rosenblum Financial Group, Inc. Please file the Articles and return to me a filed copy at your earliest convenience.

Thank you in advance for your cooperation in this matter.

Very truly yours,



Theodore J. Klein,  
Attorney at Law

Enclosure

cc:enc: Chuck Wallace (Via Facsimile to (954) 924-1212)  
daily0315.10

Amead. & N/c

VS MAR 23 1999

Articles of Amendment  
to the  
Articles of Incorporation of  
Rosenblum Financial Group, Inc.

FILED  
99 MAR 17 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to the Articles of Incorporation of Rosenblum Financial Group, Inc.:


1. The current name of the corporation is Rosenblum Financial Group, Inc.

2. Article I of the Articles of Incorporation is hereby amended to provide that the name of this corporation will be **Beneficial PEO Management III, Inc.** and this amendment and name change shall be effective upon the filing of these Articles of Amendment with the Florida Department of State.

3. Article VI of the Articles of Incorporation is hereby amended to provide that the name of the registered agent of this corporation is Theodore J. Klein, Esq., whose address is 88 N.E. 168 Street, North Miami Beach, Florida 33162.

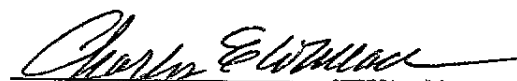
4. This amendment was adopted and was approved by the sole director and the sole stockholder of this corporation on 3/12/99.

In witness whereof, the undersigned has signed these Articles of Amendment to the Articles of Incorporation on 3/12/99, 1999.

  
Charles E. Wallace,  
President


**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, it is submitted that this corporation, organized under the laws of the State of Florida, has, on this 12 day of March, 1999, named Theodore J. Klein, Esq., whose address is 88 N.E. 168 Street, North Miami Beach, Florida 33162, as its agent to accept service of process within Florida (registered agent).

  
Charles E. Wallace,  
President

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, as amended, and in the certificate, I hereby agree, on this 9 day of March, 1999, to accept the appointment as registered agent and to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper performance of my duties, and I am familiar with and accept the obligations of my duties as registered agent.

  
\_\_\_\_\_  
Theodore J. Klein, Esq.,  
as Registered Agent