

F97000002123

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 12/1

FILED
01 JAN -8 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation(s) Name

Phoenix Group Services, Inc

- Profit
- Amendment
- Merger
- Nonprofit
- Foreign
- Dissolution
- Mark
- LLC
- Withdrawal
- Limited Partnership
- UBR
- Other
- Reinstatement
- Fictitious Name
- Ch. RA
- UCC () 1 or () 3

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-12/26/00--01071--008
*****35.00 *****35.00

***Special Instructions**

- Certified Copy
- Photocopies
- CUS
- Parts/amends/mergers
- Other-See Above
- Walk in
- Pick-up
- Will Wait

Please Return Filed Stamped
Copies To:

Jeffrey Butterfield

COULLIETTE JAN 09 2001

Thank You!

RECEIVED
DEC 28 PM 12:33
DIVISION OF CORPORATIONS



2258

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 26, 2000

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: PHOENIX GROUP SERVICES, INC.
Ref. Number: F97000002123

Walk-in
pick-up

We have received your document for PHOENIX GROUP SERVICES, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 2000 annual report/uniform business report. The entity must be reinstated before this document can be filed.

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) 487-6903.

ATTN: Cheryl Coulliette
Document Specialist

Letter Number: 700A00064364

Please check back
to 1/8
Thank you!

File
Secured

RECEIVED
01 JAN -8 PM 12: 22
DIVISION OF CORPORATIONS

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
01 JAN -8 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Phoenix Group Services, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. April 22, 1997
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 1, 2001

5. GE Group Administrators, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

n/a
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

n/a
New Jurisdiction


Signature

12/19/00
Date

George W. Ripley III
Typed or printed name

SECRETARY
Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PHOENIX GROUP SERVICES, INC.", CHANGING ITS NAME FROM "PHOENIX GROUP SERVICES, INC." TO "GE GROUP ADMINISTRATORS, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF OCTOBER, A.D. 2000, AT 12:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JANUARY, A.D. 2001.



Edward J. Freel

Edward J. Freel, Secretary of State

2531207 8100

001525443

AUTHENTICATION: 0741683

DATE: 10-18-00

**STATE of DELAWARE
CERTIFICATE of AMENDMENT of
CERTIFICATE of INCORPORATION**

- **First:** That at a meeting of the Board of Directors of Phoenix Group Services, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

The resolution setting forth the proposed amendment is as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "1." so that, as amended, said Article shall be and read as follows:

" The name of the Corporation is
GE Group Administrators, Inc.

- **Second:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- **Third:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- **Fourth:** That the capital of said corporation shall not be reduced under or by reason of said amendment.
- **Fifth:** That said amendment is to be effective January 1, 2001.

BY: 
(Authorized Officer)

NAME: George W. Ripley, III
(Type or Print)
Secretary