

Filing Fee: \$25.00

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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY**

Pursuant to the provisions of Section 7-6-82 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for an Amended Certificate of Authority to conduct affairs in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is National Benefit Advisory Association

2. A Certificate of Authority was issued to the corporation by the Secretary of State of the State of Rhode Island on January 13, 2003, authorizing it to conduct affairs in Rhode Island.

3. The corporate name of the corporation has been changed to:
American Association for Medical Benefits
(If the name has not been changed, insert "no change")

4. It desires to pursue in the conduct of its affairs in Rhode Island other or additional specific purposes than those set forth in its prior Application for a Certificate of Authority, as follows:
None

(If no other or additional purposes are proposed, insert "None")

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2010 JAN 26 AM 11:53

FILED

JAN 26 2010

By [Signature]

11:53

29-109262

Under penalty of perjury, we declare and affirm that we have examined this Application for Amended Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: January 20, 2010

American Association for Medical Benefits

Print Exact Name of Corporation Making Application

By Margaret R. Gotsis

President or Vice President (check one)

AND
By Shirley B. Hancil

Secretary or Assistant Secretary (check one)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN ASSOCIATION FOR MEDICAL BENEFITS" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF JANUARY, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AMERICAN ASSOCIATION FOR MEDICAL BENEFITS" WAS INCORPORATED ON THE FIFTEENTH DAY OF JUNE, A.D. 1993.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

2340207 8300

100060264

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7771168

DATE: 01-21-10

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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 "NATIONAL BENEFIT ADVISORY ASSOCIATION", CHANGING ITS NAME FROM "NATIONAL BENEFIT ADVISORY ASSOCIATION" TO "AMERICAN ASSOCIATION FOR MEDICAL BENEFITS", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2009, AT 5:28 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. 2010.

2340207 8100

100060264

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7771169

DATE: 01-21-10

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:20 PM 12/28/2009
FILED 05:28 PM 12/28/2009
SRV 091141681 - 2340207 FILE

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
NATIONAL BENEFIT ADVISORY ASSOCIATION

The corporation, National Benefit Advisory Association, organized and existing under the laws of the State of Delaware, hereby certifies as follows:

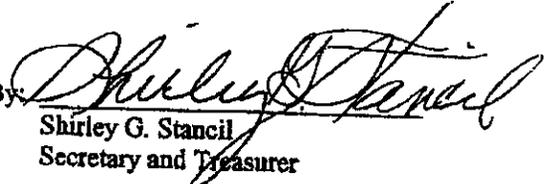
(1) By the unanimous written consent of its Board of Directors, filed with minutes of the Board, effective as of January 1, 2010, the following amendment to the Articles of Incorporation was approved by the Board of Directors of the corporation, there being no shareholders or members.

Article FIRST of the Articles of Incorporation is amended to read:

"The name of the corporation is American Association for Medical Benefits."

(2) The said amendment was duly adopted in accordance with the provision of Section 242 of the General Corporation Law of the State of Delaware.

28TH IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this day of December, A.D. 2009.

By: 
Shirley G. Stancil
Secretary and Treasurer



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

