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2003 MAY 27 AM 8:00  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

6/4/03

**STACK FERNANDEZ  
ANDERSON & HARRIS**  
professional association

Suite 950  
1200 Brickell Avenue  
Miami, Florida 33131-3255  
Telephone: 305.371.0001  
Facsimile: 305.371.0002

May 20, 2003

Florida Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
*Attn: New Corporation Filings*

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TALLAHASSEE FLORIDA

**Re: Filing Articles of Incorporation for  
Benefit Systems, Inc.**

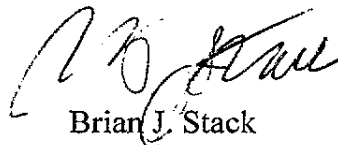
Dear Sir/Madam:

Enclosed please find one original and one copy of the Articles of Incorporation for **Benefit Systems, Inc.** and the filing fee of \$70.00. Please file the Articles with the Secretary of State and return a file-stamped copy in the enclosed self-addressed stamped envelope to:

Brian J. Stack  
Stack Fernandez Anderson & Harris, P.A.  
1200 Brickell Avenue, Suite 950  
Miami, Florida 33131

Please call me if you have any questions.

Very truly yours,

  
Brian J. Stack

enclosures:

1. original and one copy of Articles of Incorporation
2. self-addressed stamped envelope
3. \$70.00 check made payable to "Florida Department of State"

**ARTICLES OF INCORPORATION**  
**OF**  
**BENEFIT SYSTEMS, INC.**

**FILED**  
2003 MAY 27 AM 8: 01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned Incorporator to these Articles of Incorporation, hereby forms a corporation for profit pursuant to the provisions of the Florida Corporate Code and other laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be: Benefit Systems, Inc. (hereinafter called the "Corporation").

**ARTICLE II - INITIAL MAILING ADDRESS**

The Corporation's initial mailing address shall be 1200 Brickell Avenue, Suite 950, Miami, Florida 33131.

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for a corporation organized under the Florida Corporate Code.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be 100 shares of common stock, par value One Dollar (\$1.00) per share.

**ARTICLE V - INITIAL REGISTERED AGENT**

The initial Registered Agent and the street address of the initial registered office of the Corporation is Brian J. Stack, 1200 Brickell Avenue, Suite 950, Miami, Florida 33131.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The Corporation shall have one director initially. The name and address of the initial director of the Corporation are as follows:

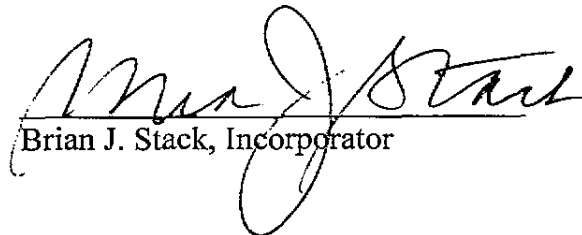
<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Brian J. Stack	1200 Brickell Avenue, Suite 950, Miami, Florida 33131

**ARTICLE VII - INCORPORATORS**

The name and address of the person delivering these Articles of Incorporation to the Department of State for filing are as follows:

Brian J. Stack	7432 S.W. 54 Avenue Miami, Florida 33143
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IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed these Articles of Incorporation this 20<sup>th</sup> day of May 2003.

  
Brian J. Stack, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**W I T N E S S E T H:**

That Benefit Systems, Inc., desiring to organize under the laws of the State of Florida, has named Brian J. Stack, located at 1200 Brickell Avenue, Suite 950, Miami, Florida 33131, as its registered agent and to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named as registered agent and to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent under Section 607.0505, Florida Statutes.

Dated this 20<sup>th</sup> day of May 2003.

  
\_\_\_\_\_  
Brian J. Stack, Registered Agent

**FILED**  
2003 MAY 27 AM 8:01  
CLERK OF STATE  
TALLAHASSEE FLORIDA