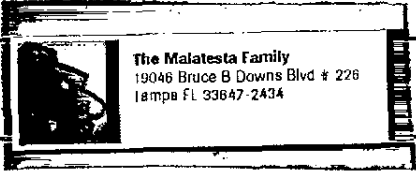


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(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

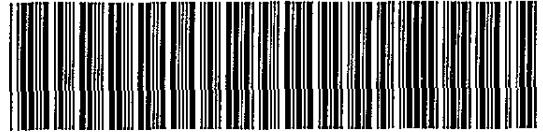
(Business Entity Name)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 DEC 27 AM 7:36

MO5-55339



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 15, 2005

THE MALATESTA FAMILY  
19046 BRUCE B DOWNS BLVD, #226  
TAMPA, FL 33647-2434

SUBJECT: BENEFITSYSTEMS, INC.  
Ref. Number: W05000055339

*Ms. Brown 12, 22, 05  
Please find new paperwork  
enclosed  
Thank you!  
BAM*

We have received your document for BENEFITSYSTEMS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

An effective date may be added to the Articles of Incorporation **if a 2006 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of 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) 245-6972.

Doris Brown  
Document Specialist  
New Filing Section

Letter Number: 505A00072165

RECEIVED  
05 DEC 27 AM 11: 29  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TAMPA, FLORIDA 33602

ARTICLES OF INCORPORATION  
OF  
ALPHA BENEFITSystems, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION

05 DEC 27 AM 7:36

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be ~~ALPHA BENEFITSystems, INC.~~ ALPHA BENEFITSystems, INC.

~~ARTICLE II - NATURE OF BUSINESS~~

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation to include, but not limited to, providing benefit services as permitted by state laws.

~~ARTICLE III - CAPITAL STOCK~~

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having no par value.

~~ARTICLE IV - ADDRESS~~

The street address of the initial registered office of the corporation and the name of the initial Registered Agent for the corporation shall be:

Stacey Smith  
4905 Pennecott Way  
Wesley Chapel, FL 33543

ARTICLE V - DIRECTORS

The Board of Directors shall consist initially of six (6) individual(s). The name(s) and address(es) of the initial board of director(s) shall be:

Blake Malatesta  
Albert Malatesta  
Deborah Malatesta  
Clint Malatesta  
19046 Bruce B. Downs Blvd. Suite 226  
Tampa, FL 33647

Stacey Smith  
4905 Pennecott Way  
Wesley Chapel, FL 33543

Brandi Malatesta  
The Verandahs  
10800 Brighton Bay Blvd #14103  
St. Petersburg, FL 33716

ARTICLE VI - BUSINESS ADDRESS

The principal place of business for the corporation is:

19046 Bruce B. Downs Blvd. Suite 226  
Tampa, FL 33647

The Board of Directors may from time to time move the principal office to any other location in Florida.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Blake Malatesta  
19046 Bruce B. Downs Blvd. Suite 226  
Tampa, FL 33647

ARTICLE VIII - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holders or holder of a majority of the stock entitled to vote thereon.

## ARTICLE IX - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

## ARTICLE X - TERM OF EXISTENCE

This corporation shall exist perpetually.

## ARTICLE XI - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## ARTICLE XII - SELF-DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand and seal on this 22 day of December, 2005.


  
BLAKE MALATESTA

STATE OF FLORIDA }


COUNTY OF Hillsborough

Before me personally appeared: BLAKE MALATESTA, to me well known or has produced identification to be the person(s) described in and who executed the foregoing instrument, and acknowledged to and before (and did not take an oath) me that he/she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 22 day of December, 2005.

  
NOTARY PUBLIC

My commission expires:

 Sai J Lupo  
My Commission DD274860  
Expires December 14, 2007

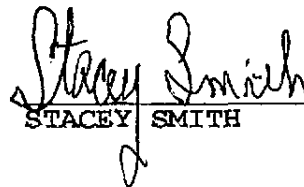
DESIGNATION OF AND ACCEPTANCE

BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, ~~ALPHA BENEFIT Systems, INC.~~, a corporation organizing under the laws of the State of Florida, with its principal office is located at ~~19046 Bruce B. Downs Suite 226, Tampa, FL 33647~~, has named ~~STACEY SMITH~~, as its Agent(s) to accept service of process within the State of Florida.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

  
STACEY SMITH

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 DEC 27 AM 7:37

STATE OF FLORIDA            }


COUNTY OF Hillsborough }

Before me personally appeared **STACEY SMITH**, to me well known or has produced identification to be the person(s) described in and who executed the ~~foregoing~~ instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 22 day of December, 2005.

  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

 Sal J Lupo  
My Commission DD274860  
Expires December 14, 2007