

1201 BAYS STREET
TALLAHASSEE, FL 32309

800-342-8086



P9500063863

ACCOUNT NO. : 072100000332

REFERENCE : 663255 158076A

AUTHORIZATION :

Patricia Pyjuts

COST LIMIT : \$ 122.50

ORDER DATE : August 17, 1995

ORDER TIME : 11:59 AM

JUL 10 11 59 AM '95

ORDER NO. : 663255

CUSTOMER NO: 158076A

CUSTOMER: Abram Finkelstein, Esq
ABRAM FINKELSTEIN, ESQ

Suite 200
3700 Airport Road
Boca Raton, FL 33431

DOMESTIC FILING

NAME: PROSTAFF BENEFITS, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

T. BROWN AUG 18 1995

RECEIVED
95 AUG 17 11 44 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ARTICLES OF INCORPORATION
OF
PROSTAFF BENEFITS, INC.

FILED
95 AUG 17 AM 8 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I -- NAME

The name of this corporation is Prostaff Benefits, Inc.

ARTICLE II -- DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One (\$1.00) Dollar par value common stock which shall be designated as "Common Shares."

ARTICLE V -- INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 3700 Airport Road, Suite 200, Boca Raton, Florida 33431 and the name of the initial registered agent of this corporation at that address is Abram Finkelstein.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five.

ARTICLE VII -- INCORPORATOR

The name and address of the Incorporator signing these articles is: Abram Finkelstein, 3700 Airport Road, Suite 200, Boca Raton, FL 33431.


ARTICLE VIII -- INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE IX -- AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 17th day of August, 1995.



Abram Finkelstein
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Abram Finkelstein, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Article of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 16 day of August, 1995.

Lisa Lotti Grasso
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



LISA LOTTI GRASSO
My Commission CC4302741
Expires Dec 29 1999
Bonded by ANI
900 662 5876

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Abram Finkelstein
Abram Finkelstein
Registered Agent

P950000 63863



ACCOUNT NO. : 072100000032
REFERENCE : 670866 158076A
AUTHORIZATION :
COST LIMIT : * 96.25

Patricia Pizit

ORDER DATE : August 29, 1995
ORDER TIME : 11:02 AM
ORDER NO. : 670866
CUSTOMER NO: 158076A

CUSTOMER: Abram Finkelstein, Esq
Abram Finkelstein, Esq
Suite 200
3700 Airport Road
Boca Raton, FL 33431

FILED
05 AUG 29 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

500001572515

DOMESTIC AMENDMENT FILING

NAME: PROSTAFF BENEFITS, INC.

~~09517435~~

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING, REFLECTING NEW NAME ONLY.

NC
086
8-29

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS: _____

CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF INCORPORATION
OF PROSTAFF BENEFITS, INC.

The undersigned as President and Secretary of the aforementioned Florida corporation whose Certificate of Incorporation was issued on the 17th day of August, 1995, hereby certifies that Article I of the certificate has been amended by striking said article and inserting in lieu thereof the following:

ARTICLE I
NAME

The name of the corporation shall be:

EXCEL BENEFITS, INC.

It is further certified that such amendment has been approved by unanimous consent of all shareholders entitled to vote. The date of adoption is August 28, 1995.

Dated this the 28th day of August, 1995.

CORPORATE SEAL

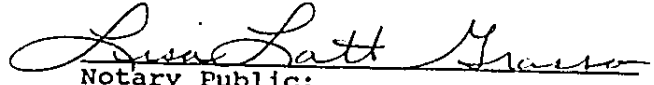

MICHAEL A. SPEIZMAN, PRESIDENT


ABRAM FINKELSTEIN, SECRETARY

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this, the 28 day of August, 1995, by Michael A. Speizman & Abram Finkelstein who is/are personally known to me or who has/have produced identification as shown below and who did take an oath.

Sworn and subscribed before me on the day and year above written.


Notary Public:

My commission expires: Dec 28, 1998
Notary check one:



LISA LOTT GRASSO
My Commission CC430204
Expires Dec 28 1998
Bonded by ANB
#00 852 5878

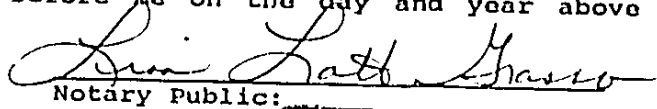
- Persons signing document personally known to me.
- Persons signing document provided a Florida drivers license or Florida Identification card.

FILED
1995 AUG 29 PM 3:18
SHERIFF'S OFFICE
PALM BEACH COUNTY
FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

28th The foregoing instrument was acknowledged before me this, the 28 day of August, 1995, by Abraham Finelstein who is/are personally known to me or who has/have produced identification as shown below and who did take an oath.

Sworn and subscribed before me on the day and year above written.


Notary Public:

My commission expires: Dec. 28, 1998
Notary check one:



LISA LOTT GIASCO
My Commission CC430201
Expires Dec 28 1998
Bonded by ANB
NO. 002 0670

- Persons signing document personally known to me.
 Persons signing document provided a Florida drivers license or Florida Identification card.