

996000018908
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100001722681
-03/01/96--01010--001
****222.50 ****122.50

SUBJECT: Comp & Benefit Consultants, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

Thomas W. Tolbert
Name (printed or typed)

8874 Chambore Drive
Address

Jacksonville, FL 32256
City, State & Zip

904-565-9822
Daytime Telephone number

FILED
95 FEB 29 PM 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/29/96

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Comp & Benefit Consultants, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4540 Southside Blvd., Bldg. 702
Jacksonville, FL 32216

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10 Shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Thomas W. Tolbert
4540 Southside Blvd., Bldg. 702
Jacksonville, FL 32216

FILED
FEB 29 PM 1:10
JACKSONVILLE
FL

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Thomas W. Tolbert
4540 Southside Blvd., Bldg. 702
Jacksonville, FL 32216

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

29 day of February, 1996.

Thomas W. Tolbert
Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Comp ^E Benefit Consultants Inc.

2. The name and address of the registered agent and office is:

Thomas W. Tolbert
(NAME)

4540 Southside Blvd, Bldg. 702
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Jacksonville FL 32216
(CITY/STATE/ZIP)

95 FEB 29 PM 4:10
FEB 29 1996
TALLAHASSEE, FL
DIVISION OF CORPORATIONS

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. 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.

Thomas W. Tolbert
(SIGNATURE)

2/29/96
(DATE)

P96000018908

Thomas W. Jokef
Requestor's Name

4540 Southside Blvd, Ste 702
Address

Jacksonville FL 32216 904-565-9922
City/State/Zip Phone #

FD-100 (REV. 12-21-84)
05/01/98 -- 01026 -- 000
****307.50 ****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Comp & Benefit Consultants Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____ disc
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
96 MAY - 1 PM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/ Director	
Change of Registered Agent	
<input checked="" type="checkbox"/> Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/QUALIFICATION	
Foreign	5/1/96
Limited Partnership	ADH
Reinstatement	ADH
Trademark	ADH
Other	ADH

Examiner's Initials

ARTICLES OF DISSOLUTION

FILED

96 MAY -1 AM 9:13

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FALL AID SOCIETY, FLORIDA

FIRST: The name of the corporation is Comp & Benefit Consultants, Inc.

SECOND: The articles of incorporation were filed on 2/29/96

THIRD: (CHECK ONE)

None of the corporation's shares have been issued.

The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

A majority of the incorporators authorized the dissolution.

A majority of the directors authorized the dissolution.

Signed this 1 day of May, 19 96

Signature Thomas W. Tolbert
(By an incorporator if adopted by the incorporators or by the chairman or vice chairman of the board, president, or other officer if adopted by the directors)

Thomas W. Tolbert
(Typed or printed name)

President
(Title)