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 NAME: MANAGED COMPENSATION PLANS, INC.  
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3-15-96

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 TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
MANAGED COMPENSATION PLANS, INC.**

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**ARTICLE I - NAME**

The name of this corporation is Managed Compensation Plans, Inc.

EXPIRES DATE:  
3-15-96

**ARTICLE II - CORPORATE EXISTENCE**

The existence of this corporation shall commence on the 15th day of March, 1996; provided that if such day is unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

**ARTICLE III - PURPOSE**

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<b><u>NUMBER OF SHARES AUTHORIZED</u></b>	<b><u>PAR VALUE PER SHARE</u></b>	<b><u>CLASS OF STOCK</u></b>
100	\$1.00	Common

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**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - PRINCIPAL OFFICE**

The corporation's principal office shall initially be located at the following address:

100 East Linton Boulevard, Suite 203A  
Delray Beach, FL 33483

The corporation's mailing address shall, initially, be located at the same address.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address is as follows:

**REGISTERED AGENT**

James R. Sloto, Esq.

**STREET ADDRESS OF REGISTERED OFFICE**

First Union Financial Center  
200 South Biscayne Boulevard,  
Suite 2350  
Miami, Florida 33131

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The initial director of this corporation shall be the Incorporator named below.

**ARTICLE IX - INCORPORATOR**

The name and address of the person signing these articles is:

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**NAME**

**ADDRESS**

Jeffrey P. Feingold

100 E. Linton Boulevard, Suite 203A  
Delray Beach, FL 33483

**ARTICLE X - INDEMNIFICATION**

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this \_\_\_\_ day of March, 1996.

Incorporator and Initial Member of Board of Directors:



JEFFREY P. FEINGOLD

I, the undersigned initial registered agent, am familiar with and accept the duties and responsibilities as registered agent for the corporation:



JAMES R. SLOTO, Esq.

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