

P96000037394

TRANSMITTAL LETTER

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

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

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

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate	<input checked="" type="checkbox"/> \$122.50 Filing Fee & Certified Copy Additional Copy Required	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
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FROM: Thomas W. Tolbert
Name (printed or typed)

4540 Southside Blvd, Bldg 702
Address

Jacksonville, FL 32216
City, State & Zip

904-565-9822
Daytime Telephone number

Will wait

5/11/96 11:23

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

SAS
5/11/96

ARTICLES OF INCORPORATION

SECRET - 11 9:20

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 Advisors, 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:

100 Shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

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

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

1 day of May, 19 96.

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

FILED
DATE
26 MAY -1 AM 9:20

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 & Benefit Advisors, Inc.

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

Thomas W. Talbot
(NAME)

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

Jacksonville FL 32216
(CITY/STATE/ZIP)

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. Talbot
(SIGNATURE)

5/1/96
(DATE)

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CHANGE OF PRINCIPAL OFFICE/MAILING ADDRESS

Name of corporation: Comp & Benefit Advisors, Inc.

Current Principal Office/Mailing Address:

4540 Southside Blvd, Bldg 702
Jacksonville, FL 32245

Address to Which Principal Office/Mailing Address is to be Changed to:

8874 Chambore Drive
Jacksonville, FL 32256

Mailing Address: P.O. Box 19036
Jacksonville, FL 32245

Thomas W. Tolbat

OFFICER'S/DIRECTOR'S SIGNATURE

Thomas W. Tolbat

OFFICER'S/DIRECTOR'S NAME (PLEASE PRINT)

10-3-96

DATE

9/16/8

P96000037394

Requestor's Name

Comp & Benefit Advisors, Inc.

P.O. Box 19036
Jacksonville, FL 32245

300002142773-4
-04/14/97--01169--003
Office Use Only *****95.00

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

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

FILED
97 APR 14 AM 11:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

R A Chg.

VS APR 21 1997

Examiner's Initials	
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Florida Department of State, Sandra D. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

- 1. The name of the corporation is: Comp E Benefit Advisors, Inc.
2. The mailing address of the corporation is: P.O. Box 19036 Jacksonville, FL 32245
3. Date of incorporation/qualification: 5-1-96 Document number: P96000037394
4. The name and address of the current registered agent and office:

Thomas W. Tolbert
8874 Chambore Drive
Jacksonville, FL 32256

- 5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)
Thomas W. Tolbert
6295-R Powers Ave.
Jacksonville, FL 32217

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Thomas W. Tolbert (Signature of an officer, chairman or vice chairman of the board) 4-10-97 (Date)

Thomas W. Tolbert President (Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Thomas W. Tolbert (Signature of Registered Agent) 4-10-97 (Date)

If signing on behalf of an entity:
Thomas W. Tolbert (Typed or Printed Name) President (Capacity)

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CHANGE OF PRINCIPAL OFFICE/MAILING ADDRESS

Name of corporation: Comp & Benefit Advisors, Inc.

Current Principal Office/Mailing Address:

6295-B Powers Ave
Jacksonville, FL 32217

Address to which Principal Office/Mailing Address is to be changed to:

535 W Atlantic Palm Plaza
Atlantic Beach, FL 32233

Thomas W. Tolbert

OFFICER'S/DIRECTOR'S SIGNATURE

Thomas W. Tolbert

OFFICER'S/DIRECTOR'S NAME (PLEASE PRINT)

10/26/97

DATE

RECEIVED
97 OCT 21 10 37
DEPT. OF REVENUE
TALLAHASSEE, FL 32317

RECEIVED

Handwritten initials and date
10/27