

FROM HILL WARD HENDERSON

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FLORIDA DIVISION OF CORPORATIONS
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FROM: HILL, WARD & HENDERSON, P.A. ACCT#: 072317001716
 CONTACT: BARBARA A MURPHY
 PHONE: (813)221-3900 FAX #: (813)221-2900

NAME: ALLMERICA BENEFITS, INC.
 AUDIT NUMBER.....H97000002728
 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
 CERT. OF STATUS..1 PAGES..... 3
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**ARTICLES OF INCORPORATION
OF
ALLMERICA BENEFITS, INC.**

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: ALLMERICA BENEFITS, INC.

ARTICLE II

Address

The address of the principal office and the mailing address of this corporation shall be: 440 Lincoln Street, Worcester MA 01653.

ARTICLE III

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE IV

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

Prepared by: Thomas N. Henderson, III, Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900
Florida Bar Number 114069

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ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 101 East Kennedy Boulevard, Suite 3700 - Barnett Plaza, Tampa, Florida 33602, and the name of the corporation's initial registered agent at such address is THOMAS N. HENDERSON, III. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII

Incorporators

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Thomas N. Henderson, III	101 East Kennedy Boulevard Suite 3700 - Barnett Plaza Tampa, Florida 33602

ARTICLE VIII

Amendment of Articles of Incorporation

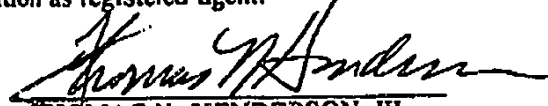
The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.


Thomas N. Henderson, III

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its 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.

Signature 
THOMAS N. HENDERSON, III

Date: 2/14/97

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