

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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MacGregor Group Benefits,
Inc.

✓ Art of Inc. File cert.

___ LTD Partnership File

___ Foreign Corp. File

___ L.C. File

___ Fictitious Name File

___ Trade/Service Mark

___ Merger File

___ Art. of Amend. File

___ RA Resignation

___ Dissolution / Withdrawal

___ Annual Report / Reinstatement

✓ Cert. Copy

___ Photo Copy

___ Certificate of Good Standing

___ Certificate of Status

___ Certificate of Fictitious Name

___ Corp Record Search

___ Officer Search

___ Fictitious Search

___ Fictitious Owner Search

___ Vehicle Search

___ Driving Record

___ UCC 1 or 3 File

___ UCC 11 Search

___ UCC 11 Retrieval

___ Courier

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

RP
07-09-98

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ARTICLES OF INCORPORATION
OF

MacGregor Group Benefits, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: MacGregor Group Benefits, Inc.

The principal place of business of this corporation shall be: 3901 75th Drive East
Sarasota, FL 34243

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the state of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock having a par value of \$1.00 per share. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually, unless dissolved according to Florida Law.

ARTICLE V OFFICERS & DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Officers and Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The name and street address of the initial Officer(s) and Director(s) of the Corporation are:

John M. Park 3901 75th Drive East
President/Director Sarasota, FL 34243

ARTICLE VI INCORPORATORS

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

John M. Park
3901 75th Drive East
Sarasota, FL 34243

ARTICLE VII REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation shall be: 3901 75th Drive East
Sarasota, FL 34243

The name of the initial registered agent of the corporation, who shall hold office the first year of the corporation's existence or until their successor is elected, is: John M. Park

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1ST day of July, 19 98.

Signature of Incorporator(s)

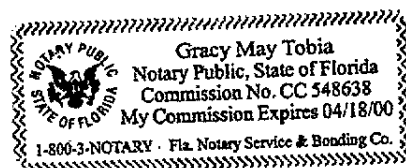
John M. Park

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 2 day of July, 19 98,
by John M. Park,
(Name of incorporators)
of MacGregor Group Benefits, Inc.,
(Name of Corporation)

Notary Public

Gracy May Tobia
My Commission Expires: 4/18/00



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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: MacGregor Group Benefits, Inc.

2. The name and address of the registered agent and office is: John M. Park, 3901 75th Drive East
(P.O. BOX NOT ACCEPTABLE)
Sarasota, FL 34243
(CITY/STATE/ZIP)

SIGNATURE John M. Park
(CORPORATE OFFICER)

TITLE PRESIDENT

DATE July 1st, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE John M. Park

DATE July 1st, 1998

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