

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.**Benefit Outsourcing Solutions, Inc.**

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
BENEFIT OUTSOURCING SOLUTIONS, INC.

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation is **BENEFIT OUTSOURCING SOLUTIONS, INC.**

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the Corporation is 3053 Cypress Creek Drive, Ponte Vedra Beach, Florida 32082. The mailing address of the Corporation is 3053 Cypress Creek Drive, Ponte Vedra Beach, Florida 32082.

ARTICLE III: CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the Corporation is 100,000 having \$.10 par value per share. Each of the shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the capital stock may be paid for in cash or in property 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 fully and shall be nonassessable.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

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(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is One Independent Drive, Suite 2600, Jacksonville, Florida 32202, and the name of the initial registered agent of this Corporation at that address is Michael J. Ivan, Jr.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator of this Corporation is Michael J. Ivan, Fisher, Tousey, Leas & Ball, One Independent Drive, Suite 2600, Jacksonville, Florida 32202.

ARTICLE VI: DIRECTORS

(a) Number. The Corporation shall have two (2) directors initially. The number of directors may be changed from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The name and address of the initial directors until the first annual meeting of the shareholders, are as follows:

Louise L. Smith	3053 Cypress Creek Drive Ponte Vedra Beach, Florida 32082
Philip V. Smith	3053 Cypress Creek Drive Ponte Vedra Beach, Florida 32082

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII: BYLAWS

The initial Bylaws of this Corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of

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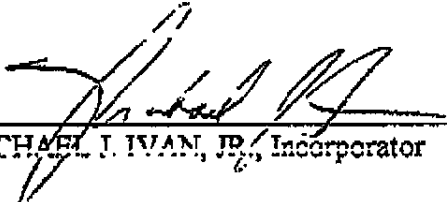
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Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII: DURATION

This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation this 18 day of December, 2000.


MICHAEL J. IVAN, JR., Incorporator

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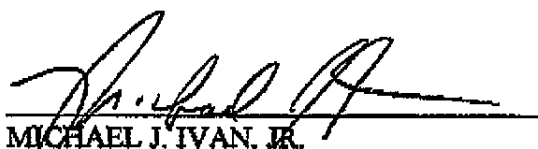
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **BENEFIT OUTSOURCING SOLUTIONS, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, in the City of Ponte Vedra Beach, County of St. Johns, State of Florida, has named Michael J. Ivan, Jr., located at One Independent Drive, Suite 2600, Jacksonville, Florida 32202, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


MICHAEL J. IVAN, JR.
(Resident Agent)

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