

P00000022897

TRANSMITTAL LETTER

TO: Qualification/Registration Section
Division of Corporations

SUBJECT: Benefit Management Systems Corporation

400003150804-3
-02/29/00--01007--019
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed are an original and one (1) copy of the articles of incorporation and a check for \$78.75.
This should cover Filing Fees and Certified Copy.

FROM: Don R. Overtoon
First Union Tower
20 North Orange Avenue, Suite 1400
Orlando, FL 32801
(407) 835-7878

FILED
00 FEB 29 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please forward the Certificate to the registered agent whose name and address appears above.

For further information concerning this matter, please call

Kenneth J. Mueller at (407) 850-9000

COURIER ADDRESS:

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
(850) 487-6052

MAILING ADDRESS:

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314
(850) 487-6052

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BENEFIT MANAGEMENT SYSTEMS CORPORATION

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 Benefit Management Systems Corporation

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be First Union Tower, 20 North Orange Avenue, Suite 1400, Orlando, FL 32801.

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares, having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Don R. Overtoom, First Union Tower, 20 North Orange Avenue, Suite 1400 #4, Orlando, FL 32801.

ARTICLE V: PURPOSE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE VI: DURATION

The period of this corporation's duration is perpetual.

ARTICLE VII: COMMENCEMENT

The corporation will not commence business until it has received for the issuance of shares, consideration in the value of One Hundred Dollars \$100.00, consisting of cash.

ARTICLE VIII: INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are) Don R. Overtoom, First Union Tower, 20 North Orange Avenue, Suite 100, Orlando, FL 32801.


The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 13 day of December, 1999.

ARTICLE IX: BYLAWS

The Board of Directors is not empowered to make, alter or repeal the Bylaws of the Corporation without consent of the shareholders.

ARTICLE X: INCORPORATORS POWERS

The powers of the incorporator(s) cease upon filing of the Articles of Incorporation.


Don R. Overtoom, Incorporator

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TALLAHASSEE, FLORIDA

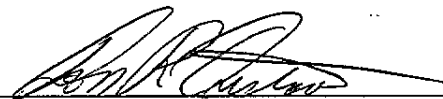
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: Benefit Management Systems Corporation
2. The name and address of the registered agent and office is:

Don R. Overtoom
First Union Tower
20 North Orange Avenue, Suite 1400
Orlando, FL 32801

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.


Signature: Don R. Overtoom

12-13-99
Date

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Division of Corporations
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