

PO00000037929

March 30, 2000

Office of the Secretary of State of Florida
ATTN: Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

400003202304--2
-04/10/00-01151--001
*****78.75 *****78.75

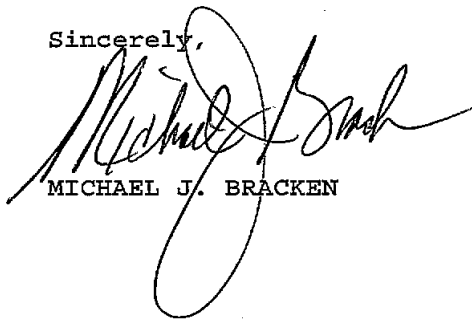
To Whom It May Concern:

I wish to form a corporation named NationsBenefits,
Inc.

Enclosed please find check in the amount of \$78.75 to
cover administrative and filing fees and a notarized
original and one copy of the Articles of Incorporation.

Thank you for giving this matter your attention.

Sincerely,



MICHAEL J. BRACKEN

MJB:tj

Enclosures

MICHAEL J. BRACKEN
1061 Riverside Avenue, Suite 100
Jacksonville, FL 32204
Tel: (904) 353-3350

FILED
00 APR 10 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gk 4/17

ARTICLES OF INCORPORATION.

OF

NationsBenefits, Inc.

* * * *

FILED
00 APR 10 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the subscriber identified herein to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION. The name of the corporation shall be NationsBenefits, Inc.

ARTICLE II

NATURE OF BUSINESS. The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the Laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK. The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 50,000 shares of Common Stock.

ARTICLE IV

INITIAL CAPITAL. The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

TERM OF EXISTENCE. This corporation is to exist perpetually.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS. The initial street address in this state of the principal office of this corporation is 1061 Riverside Avenue, Suite 100, Jacksonville, Duval County, Florida 32204.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

FILED
00 APR 10 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

SUBSCRIBERS. The name and street address of the subscriber of these Articles of Incorporation is:

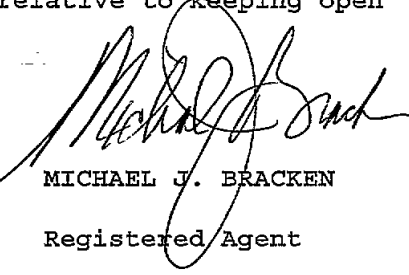
MICHAEL J. BRACKEN 1061 Riverside Avenue, Suite 100
 Jacksonville, FL 32204

ARTICLE VIII

REGISTERED AGENT. The initial designation of the Registered Office of this corporation shall be 1061 Riverside Avenue, Jacksonville, Florida 32204

The registered agent shall be MICHAEL J. BRACKEN.

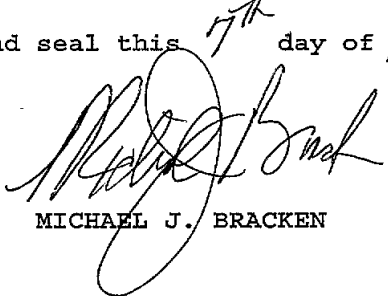
Pursuant to Florida Statutes, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


By MICHAEL J. BRACKEN
Registered Agent

ARTICLE IX

AMENDMENT. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator above named, have hereunto set my hand and seal this ^{7th} day of ^{April} 2000.


MICHAEL J. BRACKEN

STATE OF FLORIDA

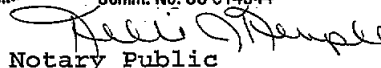
COUNTY OF DUVAL

I HEREBY CERTIFY that this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared MICHAEL J. BRACKEN to me known to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this ^{7th} day of ^{April} 2000.



KELLI J. KEMPLE
Notary Public, State of Florida
My comm. expires Feb. 28, 2004
Comm. No. CC 914544


Notary Public