

CAPITAL CONNECTION, INC.

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

PO0000048922

Sun Benefits, Inc.

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<input type="checkbox"/>	Fictitious Name File	
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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Signature

Requested by:

Name LM Date 5/17 Time 8:53

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ARTICLES OF INCORPORATION
OF
SUN BENEFITS, INC.

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of the corporation is SUN BENEFITS, INC.

ARTICLE II
DURATION

The duration of the corporation is perpetual.

ARTICLE III
PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV
AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V
PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the

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treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms, and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VI **PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation shall be 2222 Colonial Road, Suite 100, Fort Pierce, Florida 34950.

ARTICLE VII **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 2222 Colonial Road, Suite 100, Fort Pierce, Florida 34950, and the name of the corporation's initial registered agent at that address is MICHAEL J. DRISCOLL.

ARTICLE VIII **INITIAL BOARD OF DIRECTORS**

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL J. DRISCOLL	2222 Colonial Rd, Suite 100 Ft. Pierce, Florida 34950
LOUIS I. HAYNES	2222 Colonial Rd, Suite 100 Ft. Pierce, Florida 34950

ARTICLE IX
INCORPORATORS

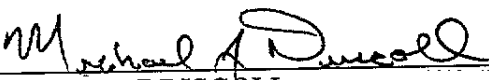
The names and street addresses of the Incorporators signing these Articles of Incorporation are:


<u>NAME</u>	<u>ADDRESS</u>
MICHAEL J. DRISCOLL	2222 Colonial Rd, Suite 100 Ft. Pierce, Florida 34950
LOUIS I. HAYNES	2222 Colonial Rd, Suite 100 Ft. Pierce, Florida 34950

ARTICLE X
AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 12th day of May, 2000.


MICHAEL J. DRISCOLL
Incorporator


LOUIS I. HAYNES
Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in these Articles, 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.

Date: 5/12/00


MICHAEL J. DRISCOLL
Registered Agent

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