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Florida Department of State
Division of Corporations
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From: Account Name : HARRIS, BARRETT, MANN & DEW
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FLORIDA PROFIT CORPORATION OR P.A.

BENEFIT STRATEGIES, INC.

Certificate of Status	1
Certified Copy	0
Page Count	07
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
BENEFIT STRATEGIES, INC.

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is BENEFIT STRATEGIES, INC.

ARTICLE II

PURPOSE

This corporation may engage in any activity or business
permitted under the laws of the United States and of the State of
Florida. The corporation will at all times comply with the
provisions of Florida Statutes §626.733, 626.734 and 626.747

THIS INSTRUMENT WAS PREPARED BY:
JOHN C. DEW, ESQUIRE
HARRIS, BARRETT, MANN & DEW, L.L.P.
P.O. DRAWER 1441
ST. PETERSBURG, FL 33731-1441
(727) 892-3100
FBN: 0019411

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ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of One and NO/100 (\$1.00) Dollars per share par value.

ARTICLE IV

DURATION

This corporation is to exist perpetually.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 550 N. Reno Street, Suite 300, Tampa, Hillsborough County, Florida 33609.

The name and street address of the initial registered agent of the corporation in the State of Florida is: John C. Dew. Esquire, 150 Second Avenue North, Suite 1500, St. Petersburg, FL 33701. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

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ARTICLE VIINITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have two (2) directors, the names of whom are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas E. Cripps	550 N. Reno Street, Suite 300 Tampa, FL 33609
Joseph D. Stiles	550 N. Reno Street, Suite 300 Tampa, FL 33609

ARTICLE VIIOFFICERS

The names and addresses of the officers of this corporation are as follows:

<u>NAME AND OFFICE</u>	<u>ADDRESS</u>
Thomas E. Cripps/President	550 N. Reno Street, Suite 300 Tampa, FL 33609
Joseph D. Stiles/ Secretary/Treasurer	550 N. Reno Street, Suite 300 Tampa, FL 33609

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ARTICLE VII

COMMENCEMENT OF CORPORATE EXISTENCE

The existence of this corporation shall commence upon filing with the Secretary of State's office.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

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ARTICLE XBY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XIAMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

ARTICLE XIIREMOVAL OF DIRECTORS

Shareholders may remove one or more directors only for cause.

ARTICLE XIIIINCORPORATORS

The names and addresses of the incorporators of this corporation are:

NAMEADDRESS

Thomas E. Cripps

550 N. Reno Street, Suite 300
Tampa. FL 33609

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IN WITNESS WHEREOF, these Articles of Incorporation have been
signed, as Incorporator, by: Thomas E. Cripps

Dated this 6TH day of OCTOBER, 2000.

Thomas E. Cripps
Thomas E. Cripps

STATE OF FLORIDA

COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 6TH
day of October, 2000, by Thomas E. Cripps, who is
personally known to me or who has produced _____
as identification.

Margaret L. Egan
Printed Name:
Notary Public
My Commission Expires:
Serial Number:

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Margaret L. Egan
MY COMMISSION # CC891196 EXPIRES
January 31, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE 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:

First -- That BENEFIT STRATEGIES, INC., desiring to organize
under the laws of the State of Florida with its principal place of
business in Hillsborough County, Florida, has named John C. Dew,
Esquire, located at 150 Second Avenue North, Suite 1500, St.
Petersburg, FL 33701, as its agent to accept service of process
within this state.

ACKNOWLEDGMENT

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.


John C. Dew, Registered Agent

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