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ACCOUNT NO. : 072100000032

REFERENCE : 058787 7260316

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigatto

ORDER DATE : February 28, 2001

ORDER TIME : 2:39 PM

ORDER NO. : 058787-015

CUSTOMER NO: 7260316

300003790379--7

CUSTOMER: Mr. A R. Curcio
Mr. A.r. Curcio

2902 Wilderness Blvd. East

Parrish, FL 34219

DOMESTIC FILING

NAME: PROFESSIONAL BENEFIT SOLUTIONS
3, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

FILED

2001 FEB 28 PM 5:06

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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01 FEB 28 PM 4:44

DIVISION OF CORPORATION

158

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
PROFESSIONAL BENEFIT SOLUTIONS 3, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PROFESSIONAL BENEFIT SOLUTIONS 3, INC.

The address of the principal office of this corporation shall be 2780 Horseshoe Drive South, Suite 7, Naples, Florida 34104, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Laurie Andrea
Dir.

2780 Horseshoe Drive South, Suite 7
Naples, Florida 34104

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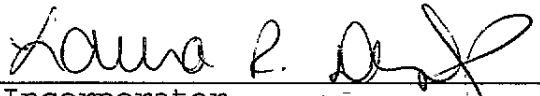
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation:

The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

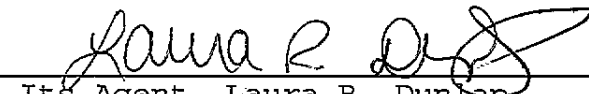
The undersigned incorporator has executed these Articles of Incorporation on February 28, 2001.



Incorporator
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

njh