

P018900069707

Quantum Financial & Associates Co.

Life / Health / Mutual Funds / Annuities

6191 W. Atlantic Blvd., Ste. 2

Margate, FL 33063

Tel: (954) 978-0737

E-Mail: quantumfinancial@mgci.com

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-07/13/01--01086--010


100.00 **78.75

July 10, 2001

To Whom It May Concern:

This a copy of the original sent on or about 04/12/2001. Please contact me if there are any questions or problems.

Sincerely,


Phillip L. Forrest

PLF/cd

FILED
01 JUL 12 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-16-01
mc

*ARTICLES OF INCORPORATION
OF
WORKPLACE INSURANCE GROUP, INC.*

I, the undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, of legal age, by these presents, hereby form a corporation for profit under the Laws of the State of Florida.

Article - I

CORPORATE NAME

The name of the Corporation shall be:

Workplace Insurance Group, Inc.

Article - II

DURATION

The Term of Existence of this Corporation shall be perpetual.

Article - III

PURPOSES AND OBJECTIVES

The purpose for which this Corporation is formed, the business and object to be carried on and promoted by it are as follows:

- A. The Corporation is being organized to provide insurance agency and employer services for workers' compensation, life, disability, health-dental plans, property casualty, liability, retirement plans, payroll, bill review, staffing, occupational health care services and risk management.
- B. Not with standing any other provision of these Articles, the Corporation is hereby authorized to perform any and all business activities under the Laws of the State of Florida.
- C. The Corporation is organized as a "Corporation for Profit."

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article - IV

PRINCIPAL ADDRESS AND REGISTERED OFFICE

The street address, city and county of the principal and initial registered office of this Corporation is:

Corporate Office: 6191 West Atlantic Blvd, Suite 2
Margate, FL 33063
Mailing Address: P. O. Box 770223
Coral Springs, FL 33077

Article - V

INITIAL REGISTERED AGENT

The name of the initial registered agent of this Corporation at such office address is:

Phillip Forest 6191 West Atlantic Blvd, Suite 2
Margate, FL 33063

Article - VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time by action in accordance with the provisions of the By-Laws. The name and address of the initial director of this Corporation is:

Phillip Forest 6191 West Atlantic Blvd, Suite 2
Margate, FL 33063

Article - VII

AMENDMENT

These Articles of Incorporation may be amended by a 51% majority vote of the Board of Directors at any special meeting called for that purpose.

Page Three:

Article - VIII

CORPORATE STOCK SHARES

The Corporation is authorized to issue 5,000 Shares of Common Stock at \$1.00 par value.

Article - IX

CORPORATE SUBSCRIBER

The name and address of the subscriber of this Corporation is:

Phillip Forest

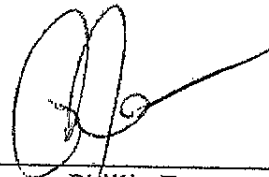
6191 West Atlantic Blvd, Suite 2
Margate, FL 33063

Article - X

DISSOLUTION

In the event of dissolution, the assets of the Corporation will be turned over to the Stockholders. The Board of Directors must pass a 51% majority vote for dissolution of the Corporation at a special meeting called for that purpose.

IN WITNESS WHEREOF, the undersigned being the subscriber and incorporator of this Florida Corporation for Profit have executed these Articles of Incorporation on this 12th day of April, 2001.

A handwritten signature in black ink, appearing to be 'P. Forest', written over a horizontal line.

Phillip Forest

Article - XI

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service on the aforesaid Corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions and all statutes in the performance of my duties. I am familiar with and accept the obligations of my position as Agent on this 12th day of April, 2001.



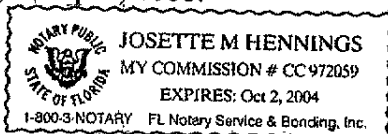
Phillip Forest

STATE OF FLORIDA: }

COUNTY OF BROWARD: }

BEFORE ME, the undersigned Subscriber, Director and Registered Agent, this date, has personally appeared Phillip Forest, to me well known to be the person who executed the foregoing Articles of Incorporation and acknowledge before me, according to law, that made and subscribed the same for the purposes mentioned and set forth.

IN WITNESS my hand and official seal at the County and State aforesaid on this 12th day of April, 2001.



MY COMMISSION EXPIRES



NOTARY OF PUBLIC, STATE
OF FLORIDA AT LARGE.

NO: _____