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Florida Department of State
Division of Corporations
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From:

Account Name : CAPITAL CONNECTION, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

Synergetics Solutions, Inc.

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**ARTICLES OF INCORPORATION
OF SYNERGETICS SOLUTIONS, INC.
A CORPORATION**

The undersigned, all of whom are duly licensed to Synergetics Solutions, Inc. in the State of Florida, desiring to form a corporation in accordance with Chapter 607 of the Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

- 1.01 The name of the Corporation shall be Synergetics Solutions, Inc.

ARTICLE TWO

REGISTERED OFFICE AND AGENT

- 2.02 The location and address of the Corporation's initial principal office in Florida is Synergetics Solutions, Inc., 3837 Northdale Blvd., Suite 332, Tampa, Florida 33624. The initial registered agent at the registered office is David P. Rankin located at 14502 N. Dale Mabry Hwy., Suite 300, Tampa, Florida 33618.

ARTICLE THREE

PURPOSE

- 3.01 The purpose for which the Corporation is organized shall be to engage in the business of the sale of employee benefits within the State of Florida and to take all actions that are necessary or proper in connection with that practice.

ARTICLE FOUR

DURATION

- 4.01 The term of existence of the Corporation is perpetual.

ARTICLE FIVE

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INCORPORATORS

5.01 The names and post office addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
David L. Northcutt	P.O. Box 1328 Palm Harbor, FL 33682
Janet L. White	3837 Northdale Blvd., Suite 332 Tampa, FL 33624

ARTICLE SIX**DIRECTORS**

6.01 The Board of Directors shall consist of one member:

Name:	David L. Northcutt P.O. Box 1328 Palm Harbor, FL 33682
	Janet L. White 3837 Northdale Blvd., Suite 332 Tampa, FL 33624

ARTICLE SEVEN**CAPITAL STOCK**

7.01 The number of shares of stock that the corporation is authorized to have outstanding is 100 all of which shall be common shares with par value of ten dollars (\$10.00)

ARTICLE EIGHT**STATED CAPITAL**

8.01 The amount of capital with which the corporation shall begin business is one thousand dollars (\$1,000.00).

ARTICLE NINE

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AMENDMENT OF ARTICLES

9.01 The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on

June 6, 2001



David L. Northcutt


Janet L. White

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On June 5, 2001, before me, the undersigned officer, personally appeared David L. Northcutt and Janet L. White, known to me to be the persons whose names are subscribed to this document and acknowledged that they executed the document for the purposes contained within it.

IN WITNESS WHEREOF, I sign here and set my official seal.


Notary Public

My commission expires _____



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**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is Synergetics Solutions, Inc.
2. The name and address of the registered agent is:

David P. Rankin
14502 N. Dale Mabry Hwy., Suite 300
Tampa, FL 33618

Signed:


REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE:



DATE:

6/6/01

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