

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO2000042695

Advanced Benefits Systems
Inc

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*****78.75 *****78.75

- ☒ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
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____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
☒ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
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____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

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02 APR 19 PM 12:17
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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
SECRETARY OF STATE

Signature _____

Requested by: _____

Name _____

Date

Time

Walk-In _____

Will Pick Up _____

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ARTICLES OF INCORPORATION
OF
ADVANCED BENEFITS SYSTEMS, INC.

ARTICLE I

NAME

The name of the Corporation is Advanced Benefits Systems, Inc., whose business address shall be 3862A Central Avenue, St. Petersburg, Florida 33711.

ARTICLE II

DURATION

This Corporation shall exist perpetually commencing as of April 16, 2002.

ARTICLE III

PURPOSES

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

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of Ten Cent par value common stock.

ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of this Corporation is 3862A Central Avenue, St. Petersburg, Florida, 33711.

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The name of the initial registered agent of this Corporation at that address is Mark Pugliano.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have two Directors initially. The number of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

NAME	ADDRESS
Mark E. Pugliano	3862A Central Avenue, St. Petersburg, Florida 33711.
Diane Pugliano	3862A Central Avenue, St. Petersburg, Florida 33711.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Mark Pugliano of 2150 45th Avenue North, St. Petersburg, Florida 33714.

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify any officer or Director or any former officer or Director to the full extent permitted by law.

ARTICLE IX

BYLAWS

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

ARTICLE X

COMPENSATION FOR OFFICERS

Until rescinded by vote of a majority of the Shareholders, the Board of Directors of the Corporation shall be entitled to fix officers' salaries and other compensation whether or not any one or more officer also serves as Director of the Corporation.

ARTICLE XI

SHAREHOLDER RESCISSION NOTICE

The Corporation shall not sell shares of stock in the Corporation to five or more persons without giving the fifth and each successive purchaser a notice of their right to rescind the purchase within three days after the first tender of consideration for the purchased shares pursuant to Florida Statute §517.061 (11) (a) (5).

ARTICLE XII

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XIII

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XIV

STOCK TRANSFER RESTRICTIONS

Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of \$.10 per share by each proposed Shareholder.

Shareholder	Number of Shares
Mark and Diane Pugliano as tenants by the entireties	1000

Payment of consideration, unless waived, must be tendered to the Corporation within thirty (30) days after the Secretary of State has accepted and filed the Articles of Incorporation. Upon payment, the shares shall be considered issued.

Shares held by each Shareholder whether or not hereafter acquired may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by Bylaws/written

agreement among the Shareholders, which Bylaws/agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE XV

AMENDMENT BY BOARD

Following the issuance of voting shares in the Corporation, the Board of Directors shall have no authority to alter or amend the Articles of Incorporation unless consent is first given by a majority action of the Shareholders of the Corporation.

ARTICLE XVI

AMENDMENT OF ARTICLES

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XVII

"S" ELECTION RESTRICTION

Each Shareholder, by acquiring shares of any class of stock in the Corporation, agrees to so vote his shares as to cause the Corporation to be taxed as an "S" Corporation and to not sell, convey or assign any of said acquired shares of stock to any person or entity which would cause loss of an "S" Corporation election under the provisions of the Internal Revenue Code unless a majority of the Shareholders shall approve the loss of an "S" Corporation election.

ARTICLE XVIII

ANNUAL FINANCIAL STATEMENTS


Until required by a majority vote of the Shareholders, the Corporation need not furnish its Shareholders an annual financial statement within 120 days of the close of each fiscal year.

ARTICLE XIX

ANNUAL EVALUATION OF STOCK

On or before April 1 of each year, the Corporation, if conducting business in Florida, shall give its Florida stockholders of record as of the preceding December 31 a written notice reflecting the just value of each class of its stock subject to an annual tax under Chapter 199 Florida Statutes.


IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 16th day of April, 2002.


Mark E. Pugliano
INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 16th day of April, 2002, by Mark E. Pugliano, who is personally known to me and who did not take an oath.




Printed Name: Catherine A. Jermont
Notary Public
Serial Number, if any: #DD027296

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Advanced Benefits Systems, Inc. which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept the obligations of that position.

Dated this 16th day of April, 2002.


REGISTERED AGENT

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TALLAHASSEE, FLORIDA