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Roger B. Rice, P.A.

Attorney at Law
5425 Park Central Court
Naples, Florida 34109

Phone: 941-593-1444

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June 26, 2002

Florida Division of Corporation
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

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-07/02/02--01030--003
*****78.75 *****78.75

Re: Benchmark Financial Solutions, Inc.

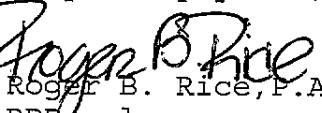
Dear Sir or Madam:

Enclosed please find the signed original and one signed copy of Articles of Incorporation of the above mentioned corporation as well as the signed original and one signed copy of the Certification of Designation of Registered Agent. Also enclosed you will find a check in the amount of \$78.75 for the filing fee, and a Certificate of Status.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office. Please note that in accordance with Section 607.0203, Florida Statutes, and the Articles of Incorporation the date the corporate existence commenced is June 26, 2002.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to call me.

Very truly yours,


Roger B. Rice, P.A.
RBR/eml

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 3, 2002

ROGER B. RICE, P.A.
5425 PARK CENTRAL COURT
NAPLES, FL 34109

SUBJECT: BENCHMARK FINANCIAL SOLUTIONS, INC.
Ref. Number: W02000019333

We have received your document for BENCHMARK FINANCIAL SOLUTIONS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 245-6059 for information) or designate another entity that is active according to our records.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

Letter Number: 002A00042017

Articles of Incorporation
of
BENCHMARK FINANCIAL SOLUTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be Benchmark Financial Solutions, Inc.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual or until dissolved on a vote of the Shareholders as hereafter provided.

ARTICLE III - PURPOSE

To render the practice of group and personal training to the public, which shall include a the sale of insurance products and anything ancillary to such business.

The purposes for which the Corporation is organized is not limited and the Corporation is permitted to engage in and transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.

ARTICLE IV - PRINCIPAL OFFICE

The initial address of the Corporation's principal office shall be 5140 Cherry Wood, Naples, Florida 34119.

ARTICLE V - CAPITAL STOCK

The total number of shares of capital stock which the Corporation shall be authorized to issue is Five Thousand (5,000) shares. Such shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE VI - CAPITALIZATION

The amount of capital with which the Corporation will begin to engage in business is not less than Five Thousand Dollars (\$5,000.00).

ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of the Corporation is Roger B. Rice, Esq., 5425 Park Central Court, Naples Florida 34109.

ARTICLE VIII - CORPORATE POWERS

As needed to pursue the corporate purposes, the following powers are hereby granted to the Corporation in addition to the powers granted by Florida Law:

- 8.1 To sue, complain and defend in the corporate name.
- 8.2 To adopt a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- 8.3 To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- 8.4 To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of the corporate property and assets.
- 8.5 To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any government, state, territory, governmental district or municipality or of any instrumentality thereof.
- 8.6 To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of the Corporation's property and income.

- 8.7 To lend money for any corporate purpose, invest and reinvest its funds, and take and hold the payment of funds so loaned or invested.
- 8.8 To conduct its business, carry on its operations and have offices and exercise the powers granted herein, within or without this state.
- 8.9 To make donations for the public welfare or for charitable, scientific or educational purposes.
- 8.10 To transact any lawful business.

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Anton B. Cipri, 5140 Cherry Wood Drive, Naples, Florida 34119.

ARTICLE X - DIRECTORS

The number of initial directors is two, and the name and address of the directors are:

Alan Friedland
4165 N.W. 90th Avenue #105
Coral Springs, Florida 33065

Anton B. Cipri
5140 Cherry Wood Drive
Naples, Florida 34119

ARTICLE XI - BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeal of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE XII - DISSOLUTION

The Corporation may be dissolved at any time (1) by unanimous written consent of the Shareholders, or (2) by the affirmative vote of the holders of at least 2/3rds of the outstanding shares of the Corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the Shareholders pro rata, each Shareholder to participate in the distribution in direct proportion to the number of shares held by him/her in relation to the then outstanding shares of the Corporation.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203, Florida Statutes, the date when the corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, I, Anton B. Cipri, the undersigned incorporator of this Corporation, have executed these Articles of Incorporation at Naples, Collier County, Florida on this 26 day of June, 2002.



Anton B. Cipri

Sworn and subscribed to before me on this 26 day of June, 2002.

Notary Public--State of Florida



Laura A. Zambelli
Commission # DD 074946
Expires Jan. 6, 2006
Bonded Through
Atlantic Bonding Co., Inc.


Signature of Notary Public
Laura A. zambelli
Print Name of Notary Public

Personally Known ✓ or Produce Identification _____
Type of Identification Produced _____

Affix Seal Below:

CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in this State of Florida.

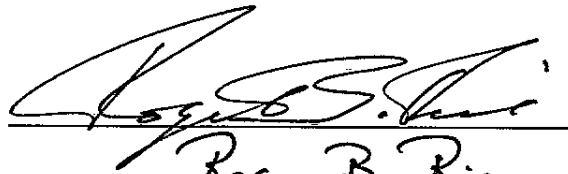
1. The name of the corporations is:

Benchmark Financial Solutions, Inc.

2. The name and address of the Registered Agent and office is:

Roger B. Rice
5425 Park Central Court
Naples, Florida 34109

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.


Roger B. Rice

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA