

PO20000086945

ROBERTS, ROBERTS & ROBERTS

ATTORNEYS AT LAW
2879 MADISON STREET
POST OFFICE BOX 1544
MARIANNA, FLORIDA 32447

JOHN E. ROBERTS
RUSSELL S. ROBERTS*
JOHN Y. ROBERTS

TELEPHONE
(850) 526-3865

FACSIMILE
(850) 526-3909

*ALSO ADMITTED IN MISSISSIPPI

July 17, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100006525101-8
-07/19/02--01034--017
*****87.50 *****87.50

RE: D & S SERVICES, INCORPORATED

02 AUG - 9 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named for profit corporation. The resident agent designation is also enclosed. Please endorse your approval of the articles on the duplicate copy and return the same to me along with the certificate.

I have enclosed a check made payable to the Secretary of State in the amount of \$87.50 to cover the filing fee, the certified copy fee, and the certificate fee. Thank you for your cooperation in this matter.

If you have any questions concerning this matter, please do not hesitate to call.

Yours truly,

Russell S. Roberts

Russell S. Roberts

RSR/mb

Enclosures: As stated above

1102-20990
NA,

1250
8/9



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 22, 2002

ROBERTS ROBERTS & ROBERTS
% RUSSELL S. ROBERTS
POST OFFICE BOX 1544
MARIANNA, FL 32447

SUBJECT: D & S SERVICES, INCORPORATED
Ref. Number: W02000020990

We have received your document for D & S SERVICES, INCORPORATED. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 402A00044521

ROBERTS, ROBERTS & ROBERTS

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*ALSO ADMITTED IN MISSISSIPPI

August 8, 2002

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Employer's Benefit Management, Inc.

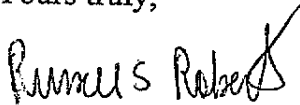
Dear Sir or Madam:

Pursuant to your letter of July 22, 2002, enclosed please find the original and one copy of the Articles of Incorporation for the above-named for profit corporation. I have enclosed a copy of said letter for your information. The resident agent designation is also enclosed. Please endorse your approval of the articles on the duplicate copy and return the same to me along with the certificate to the post office address set forth above.

Thank you for your attention in this matter.

If you have any questions concerning this matter, please do not hesitate to contact me.

Yours truly,



Russell S. Roberts

RSR/mb

Enclosures: As stated above

ARTICLES OF INCORPORATION
OF

EMPLOYER'S BENEFIT MANAGEMENT, INCORPORATED

02 AUG - 9 PM 4: 37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

In compliance with the requirements of Florida Statute Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is EMPLOYER'S BENEFIT MANAGEMENT, INCORPORATED.

ARTICLE II

The existence of the Corporation shall begin on the day the Articles of Incorporation are filed with the Secretary of State.

ARTICLE III

The street address of the principal office of the Corporation is 4346 Deering Street, Marianna, Florida 32446.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 4346 Deering Street, Marianna, Florida 32446. The initial registered agent for the Corporation at that address is Charles J. Stephenson.

ARTICLE VI

The initial board of directors shall consist of one (1) member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Charles J. Stephenson
4346 Deering Street
Marianna, Florida 32446

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Charles J. Stephenson
4346 Deering Street
Marianna, Florida 32446

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation on this 01st day of August, 2002.



CHARLES J. STEPHENSON
INCORPORATOR

**STATE OF FLORIDA
COUNTY OF JACKSON**

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, CHARLES J. STEPHENSON, to me known to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 01st day of

August, 2002.



MELANIE B. BAGGETT
NOTARY PUBLIC

My commission expires:



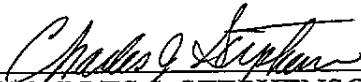
Melanie B Baggett
My Commission CC962939
Expires October 6, 2004

NAME: CHARLES J. STEPHENSON
ADDRESS: 4346 DEERING STREET
MARIANNA, FLORIDA 32446

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Employer's Benefit Management, Incorporated at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under Florida Statute 607.0501(3).

Dated this 02nd day of August, 2002.



CHARLES J. STEPHENSON

FILED
02 AUG - 9 PM 4: 38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA