

TRANSMITTAL LETTER  
**P02000111973**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT:

Medical Benefits Management, Inc.  
(Proposed corporate name - must include suffix)

900008427829--1  
-10/17/02--01016--026  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM:

FRANK P. RAINER, Esq.  
Name (Printed or typed)

101 N PALMER GARDEN  
Address

Tallahassee, FL 32301  
City, State & Zip

850-577-6557

Daytime Telephone number

RECEIVED

02 OCT 17 AM 11:43

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

02 OCT 17 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

NOTE: Please provide the original and one copy of the articles.

ru 10/17

**ARTICLES OF INCORPORATION**

**FILED**

**OF**

**02 OCT 17 AM 11:49**

**MEDICAL BENEFITS MANAGEMENT, INC.** 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 Medical Benefits Management, Inc.

**ARTICLE II**

**ADDRESS**

The principal place of business and mailing address of this corporation shall be: 25 Bellac Road, Tallahassee, Florida 32303.

**ARTICLE III**

**CORPORATE POWER**

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV**

**NUMBER OF SHARES AUTHORIZED**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100,000 shares. All such shares shall be of a single class, designated as common.

## ARTICLE V

### INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

## ARTICLE VI

### LIMITATIONS ON SHARES

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

## ARTICLE VII

### CORPORATE BYLAWS

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

## ARTICLE VIII

### INITIAL BOARD OF DIRECTORS

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of 1 director whose name and address is as follows:

Mr. William S. Earick  
25 Bellac  
Tallahassee, FL 32303

ARTICLE IX

REGISTERED AGENT

The initial registered agent of the corporation is Mr. Frank Rainer. The street address of the corporation's initial registered office is 101 North Gadsden Street, Tallahassee, Florida 32301.

ARTICLE X

INCORPORATOR

The name and address of the incorporator to these Article of Incorporation is William S. Earick

The undersigned incorporator has executed these Articles of Incorporation this 17<sup>th</sup> day of October, 2002.

William S. Earick

William S. Earick, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT  
FOR  
MEDICAL BENEFITS MANAGEMENT, INC.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: 10-17-02



Registered Agent  
Frank P. Rainer  
101 North Gadsden Street  
Tallahassee, Fl. 32301

FILED  
02 OCT 17 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA