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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
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Phone : (305) 634-3694  
Fax Number : (305) 633-9696

03 OCT - 3 AM 8:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**residual life/benefits, inc.**

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ARTICLES OF INCORPORATION

03 OCT -3 AM 8:08

OF

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RESIDUAL LIFE/BENEFITS, INC.

ARTICLE I  
NAME

The name of the corporation shall be:

RESIDUAL LIFE/BENEFITS, INC.

ARTICLE II  
PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address of this corporation shall be:

1943 Players Place  
North Lauderdale, FL 33068

ARTICLE III  
DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE IV  
PURPOSE(S)

This Corporation is organized for the purposes of transacting any and all lawful business.

ARTICLE V  
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock

ARTICLE VI  
QUORUM FOR STOCKHOLDERS MEETINGS

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Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be require to constitute a quorum at a meeting of shareholders.

**ARTICLE VII  
LIMITATION OF CORPORATE POWERS**

The corporate powers of this corporation are as provided in section 617, Florida statutes, unless limited as follows:

No limitations

**ARTICLE VIII**

The name and street address of the initial registered agent is:

Mark Dunn  
1943 Players Place  
North Lauderdale, FL 33068

**ARTICLE IX  
INCORPORATORS**

The name(s) and street address(es) of the incorporator(s) for these articles of incorporation is (are):

Mark Dunn  
1943 Players Place  
North Lauderdale, FL 33068

**ARTICLE X  
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one director initially, The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than One. The name and address of the initial Director of the corporation is as follows:

Mark Dunn  
1943 Players Place  
North Lauderdale, FL 33068

**ARTICLE XI  
INDEMNIFICATION**

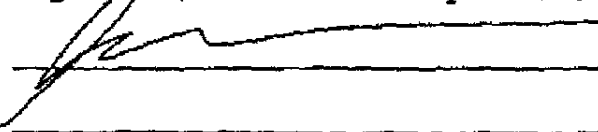
The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

**ARTICLE XII  
LIMITATIONS ON SHAREHOLDERS SUITS**

Shareholders shall not have a cause of action against the Company's officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissible in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

The undersigned incorporator(s) has(have) executed these articles of incorporation this 23rd day of Sept, 2003.

Signature(s) of the incorporator(s)



Mark Dunn

Typed Name of Incorporator

Typed Name of Incorporator

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

Pursuant to the provisions of sections 607.0501, 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 the State of Florida.

1. The name of the corporation: **RESIDUAL LIFE/BENEFITS, INC.**
2. The name and address of the registered agent and office is:

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Mark Dunn  
1943 Players Place  
North Lauderdale, FL 33068

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: 9/23/03

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TALLAHASSEE FLORIDA

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