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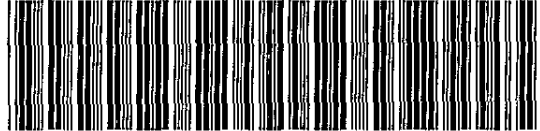
(Business Entity Name)

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FILED
04 MAR 12 PM 5:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03/21/07

ProBenefits, Inc.

PO Box 24010
Jacksonville, FL 32241

March 9, 2004

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

RE: Incorporation of ProBenefits, Inc.

Dear Sir or Madam:

Enclosed are the completed Articles of Incorporation of ProBenefits, Inc. In addition, I have enclosed a check for \$78.75 to cover the various fees.

If there are any questions, please contact me.

Sincerely yours,



Landen E. Blair
Officer

Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF ***ProBenefits, Inc.***

ARTICLE I. NAME

The name of the corporation is:

ProBenefits, Inc.

Its business shall be conducted in the United States and its possessions and in all foreign countries, wherever necessary or convenient.

ARTICLE II. BUSINESS

The general nature of the business or businesses to be transacted, conducted and carried on by this corporation shall be to engage in any activity or business permitted under the laws of Florida.

ARTICLE III. CAPITAL STOCK

The authorized capital stock of this corporation shall be 500 shares of common stock, each share having a par value of \$1.00.

ARTICLE IV. TERM

The term for which this corporation is formed is and shall be perpetual or until dissolved according to law.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is:

231 West Forsyth Street
Jacksonville, FL 32210

The name of the initial registered agent of this corporation at that address is:

Landen E. Blair

The principal office address of this corporation is:

231 West Forsyth Street
Jacksonville, FL 32210

The mailing address of this corporation is:

Post Office Box 24010
Jacksonville, FL 32241

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished 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:


<i>NAME</i>	<i>STREET ADDRESS</i>
Landen E. Blair	231 West Forsyth Street Jacksonville, FL 32210

ARTICLE VII. INCORPORATORS

The name and address of the persons signing these Articles is:

<i>NAME</i>	<i>STREET ADDRESS</i>
Landen E. Blair	231 West Forsyth Street Jacksonville, FL 32241

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set their hand and seal of this Tuesday, March 09, 2004.

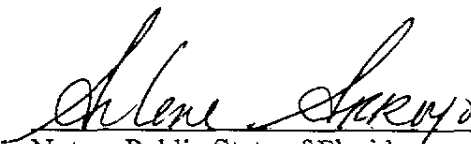

Landen E. Blair (SEAL)

STATE OF FLORIDA)
: ss
COUNTY OF DUVAL)

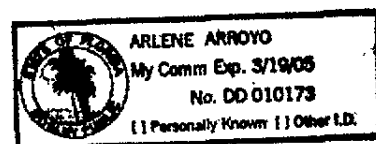
Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Landen E. Blair known to me or has produced FLDL # B460525760840 as identification and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid.

Date: March 9, 2004


Notary Public State of Florida

My Commission Expires: 3/19/05



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to Chapter 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

First--That **ProBenefits, Inc.** desiring

to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 231 West Forsyth Street , City of Jacksonville, County of Duval State of Florida, has named Landen E. Blair located at 231 West Forsyth Street, City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By 
Landen E. Blair, Registered Agent

04 MAR 12 PM 5:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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