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

From: Account Name : SCHNEIDER WEINBERGER & BEILLY LLP
Account Number : I20030000066
Phone : (561) 362-9595
Fax Number : (561) 362-9612

FILED
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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.
ICAN BENEFIT.COM INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
ICAN BENEFIT.COM INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: ICAN BENEFIT.COM INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 6413 Congress Avenue, #230, Boca Raton, FL 33487.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred Thousand (100,000) shares of Common Stock, par value \$.01 per share.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

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TALLAHASSEE, FLORIDA

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Samuel G. Shatz
6413 Congress Avenue, #203
Boca Raton, FL 33487

ARTICLE VII
INCORPORATOR

The name address of the person signing these Articles of Incorporation as the Incorporator is Samuel G. Shatz, 6413 Congress Avenue, #230, Boca Raton, FL 33487.

ARTICLE VIII
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

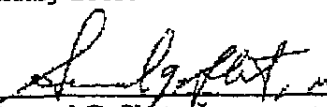
ARTICLE IX
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE X
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 25th day of January 2005.



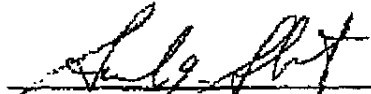
Samuel G. Shatz, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE FOR PROCESS**

ICAN BENEFIT.COM INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 6413 Congress Avenue, #203, Boca Raton, FL 33487 has named Samuel G. Shatz whose address is 6413 Congress Avenue, #203, Boca Raton, FL 33487 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



Samuel G. Shatz

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