

PO6000091134

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

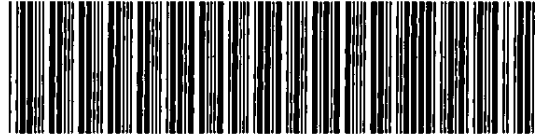
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000076972460

FILED

06 JUL 10 PM 1:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07/10/06--01036--008 **70.00

J. Shivers JUL 11 2006

Morrison & Mills, P.A.

ATTORNEYS AT LAW
1200 WEST PLATT STREET
SUITE 100
TAMPA, FLORIDA 33606

THOMAS K. MORRISON
FREDERICK J. MILLS
SHAUN PURI
W. GRAY DUNLAP, JR.
KAREN J. PREVATT

TELEPHONE (813) 258-3311
TELECOPIER (813) 258-3209

E-Mail Address: spuri@tampabay.rr.com

July 5, 2006

Via Federal Express

Florida Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
06 JUL 10 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

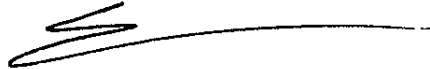
**Re: Filing of Articles of Incorporation;
BenefitEdge, Inc.**

Dear Sir/Madam:

Enclosed, please find for filing the original and one copy of the Articles of Incorporation for the above corporation. Also enclosed is our check in the amount of \$70.00 to cover the cost of filing and the Registered Agent fee. Please file the original of the Articles, stamp the date of filing on the copy, and return it to me at your earliest convenience in the provided self-addressed and stamped envelope.

If you have any questions or concerns, please do not hesitate to contact me.

Very truly yours,



Shaun Puri

Enclosures:

1. Original Articles of Incorporation
2. Check in the amount of \$70.00
3. Copy of Articles for Return
4. Self-addressed and stamped envelope

ARTICLES OF INCORPORATION

OF

BenefitEdge, Inc.

The undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be BenefitEdge, Inc.

ARTICLE II

The general nature of the business or businesses to be conducted by this corporation, together with and in addition to those powers conferred by the laws of the State of Florida upon corporations organized under and by virtue of the laws of Florida, shall be as follows:

To own and operate any lawful business within and without the State of Florida.

ARTICLE III

The capital stock of the corporation shall be divided into 10,000 shares of common stock with par value of \$1.00 per share, and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property, or in labor or services at a valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE IV

This corporation shall have perpetual existence.

FILED
06 JUL 10 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

The principal offices of the corporation shall be located at 12415 Stillwater Terrace Drive, Tampa, FL 33618. The corporation shall have the power to establish branch offices and other places of business at such places within or without the state of Florida as determined and deemed expedient by the Directors. The Mailing Address of the corporation shall be 13014 N. Dale Mabry Hwy., #130, Tampa, FL 33618.

ARTICLE VI

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.

The name and address of the initial director is as follows:

Joseph D. Stiles
13014 N. Dale Mabry Hwy.
130
Tampa, FL 33618

A quorum for the transaction of business shall be by majority of the Directors qualified and acting, and the act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Directors. The Directors may make or amend the Bylaws. The meeting of the Directors may be held within or without the state of Florida. A person shall not have to be a stockholder to qualify as a director.

ARTICLE VII

The name and address of the subscriber to these Articles of Incorporation is as follows:

Thomas K. Morrison
Morrison & Mills, P.A.
1200 W. Platt St.
Ste. 100
Tampa, FL 33606

and the officer of said corporation who shall hold office until his successors are elected and qualified shall be as follows:

Joseph D. Stiles – President/Secretary/Treasurer

ARTICLE VIII

The Board of Directors shall have full power to fix their own compensation including any bonus or gratuity and to fix the compensation of any of the officers or any other member of the Board performing special services for the corporation, and any member of the Board may vote upon such compensation matters even though his own compensation may be the subject of the resolution.

ARTICLE IX

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, except as provided in these Articles of Incorporation.

ARTICLE X

The name and address of the initial registered agent of this corporation is Thomas K. Morrison, of Morrison & Mills, P.A., at 1200 W. Platt Street, Suite 100, Tampa, Florida 33606.

ARTICLE XI

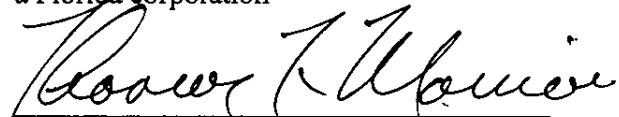
The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE XII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged, and filed the foregoing Articles of Incorporation under the existing laws of the State of Florida.

BenefitEdge, Inc.,
a Florida corporation



By: Thomas K. Morrison, Incorporator

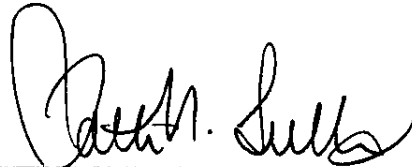
Date: July 6, 2006

STATE OF FLORIDA

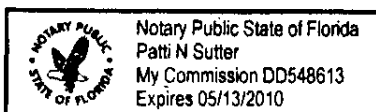
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 6th day of July, 2006, by

Thomas K. Morrison who is personally known to me or who has produced identification.



NOTARY PUBLIC, STATE OF FLORIDA



Print

Name: **Patti N. Sutter**

My Commission Expires:

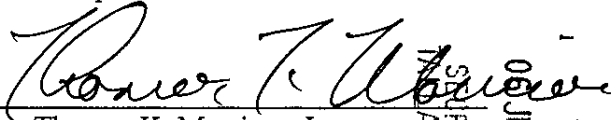
My Commission No. is:

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

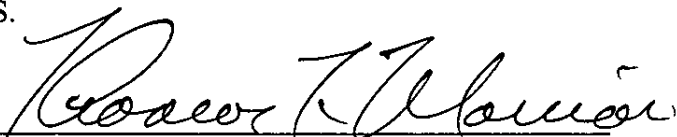
That BenefitEdge, Inc., with its place of business at 12415 Stillwater Terrace Drive,
Tampa, FL 33618 has named Thomas K. Morrison, Esq., located at Morrison & Mills, P.A., 1200
West Platt Street, Suite 100, Tampa, Florida 33606 as its agent to accept service of process within
Florida.

BenefitEdge, Inc.,
a Florida corporation

By: 
Thomas K. Morrison, Incorporated

Date: July 6, 2006

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

By: 
Thomas K. Morrison, Registered Agent

DATE: July 6, 2006