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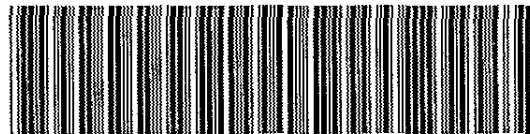
(Business Entity Name)

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July 13, 2006

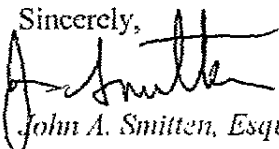
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation/*Solace Benefit Concepts, Inc.*

To Whom it May Concern:

Enclosed please find my client's Articles of Incorporation and filing fee of \$78.75. Please return a certified copy of the articles, using the enclosed envelope. Thank You.

Sincerely,


John A. Smitten, Esquire

JAS:kl
Enclosures

cc: Solace Benefit Concepts, Inc.

**ARTICLES OF INCORPORATION
OF
SOLACE BENEFIT CONCEPTS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SOLACE BENEFIT CONCEPTS, INC.

The principal place of business of this corporation shall be 1200 Tarpon Woods Boulevard, N-1, Palm Harbor, Florida 34685.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1200 Tarpon Woods Boulevard, N-1, Palm Harbor, Florida 34685, and the name of the initial registered agent of the corporation at that address is Scott W. Hinrichs.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

The number of directors constituting the initial Board of Directors shall be one, and the names and addresses of the persons who are to serve as members are as follows:

(1) Scott W. Hinrichs

1200 Tarpon Woods Boulevard, N-1
Palm Harbor, FL 34685

ARTICLE VIII. INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

(1) Scott W. Hinrichs

1200 Tarpon Woods Boulevard, N-1
Palm Harbor, FL 34685

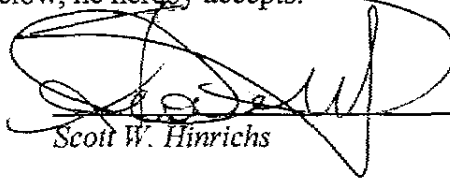
IN WITNESS WHEREOF, we, the undersigned incorporators and authorized agents of **SOLACE BENEFIT CONCEPTS, INC.**, hereunto set our hand and seal on this 14 day of July, 2006.

By: 

Scott W. Hinrichs


DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE

The initial Registered Agent is Scott W. Hinrichs, 1200 Tarpon Woods Boulevard, N-1, Palm Harbor, Florida 34685. By his signature below, he hereby accepts:


Scott W. Hinrichs

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing instrument was acknowledged before me on 7/14/06, by
Scott W. Hinrichs, who is personally known to me or produced D License as identification.


Signature and Seal of Notary Public



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SECRETARY OF STATE
DIVISION OF CORPORATIONS