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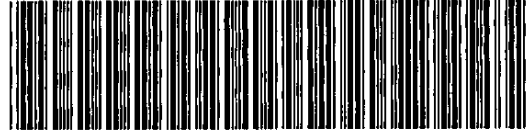
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

November 14, 2006

STEVEN I. BATOFF, ESQ.
111 S. CALVERT ST., SUITE 2700
BALTIMORE, MD 21202

SUBJECT: KELLY & ASSOCIATES INSURANCE GROUP OF FLORIDA, INC.
Ref. Number: W06000049919

We have received your document for KELLY & ASSOCIATES INSURANCE GROUP OF FLORIDA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 606A00066740

LAW OFFICES
STEVEN I. BATOFF, P.A.

SUITE 2700
111 SOUTH CALVERT STREET
BALTIMORE, MARYLAND 21202-8200

STEVEN I. BATOFF*

*ADMITTED IN MARYLAND
AND NEW YORK

TELEPHONE 410-385-5242
FACSIMILE 410-385-5201

AMY S. MYERS, Ph.D.
LEGAL ASSISTANT
E-MAIL: BATOFF.MYERS@VERIZON.NET

November 22, 2006

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

RE: Kelly Benefit Strategies of Florida, Inc.

Dear Sir/Madam:

As requested in your November 14, 2006, letter, I have enclosed one (1) original and one (1) copy of the revised Articles of Incorporation for Kelly Benefit Strategies of Florida, Inc along with a copy of your letter. These Articles have been submitted by:

Steven I. Batoff
Steven I. Batoff, P.A.
111 S. Calvert Street, Ste 2700
Baltimore, MD 21202
410-385-5242

If you have any questions please feel free to contact me.

Sincerely,



Steven I. Batoff

SIB/npc
Enclosure
cc: David E. Mosier

**ARTICLES OF INCORPORATION
OF
KELLY BENEFIT STRATEGIES OF FLORIDA, INC.**

FIRST: I, Steven I. Batoff, whose post office address is 111 South Calvert Street, Suite 2700, Baltimore, Maryland 21202-3200, of the age of majority, hereby form a corporation under and by virtue of the General Laws of the State of Florida.

SECOND: The name of the Corporation, which is hereinafter called the "Corporation" is:

KELLY BENEFIT STRATEGIES OF FLORIDA, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

- (a) insurance, administration, financial and related services.
- (b) To carry on any and all other business or businesses permitted by the laws of the State of Florida to be carried on by a domestic corporation; and in pursuance of any and all businesses whether or not specifically described in these Articles, to exercise and enjoy any and all powers, privileges, purposes and objects granted business corporations under the laws of the State of Florida.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, or in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation but is only intended to indicate the primary business purpose of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all

particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office and the mailing address of the Corporation in this State is 301 International Circle Hunt Valley, Maryland 21030.

The Resident Agent is CT Corporation System located at 1200 South Pine Island Road, Plantation, Florida 33324.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

CT Corporation System

By: Bonnie A. Schaman

Name: BONNIE A. SCHAMAN

Title: ASSISTANT SECRETARY

FIFTH: The total number of shares of stock which the Corporation has authority to issue is: Four Hundred (400) shares, at no par value.

SIXTH: Upon voluntary or involuntary dissolution all shares shall participate equally in any distribution of assets. The consolidation or merger of the Corporation with any other corporation or corporations shall not be deemed to be a dissolution within the meaning of this clause.

SEVENTH: FIFTH: The number of Directors constituting the initial Board of Directors is four (4). The names of the persons who are to serve as the initial Directors and their addresses are:

FRANCIS X. KELLY, III
301 International Circle
Hunt Valley, MD 21030

JOHN R. KELLY
301 International Circle
Hunt Valley, MD 21030

DAVID E. KELLY
301 International Circle
Hunt Valley, MD 21030

BRYAN J. KELLY
301 International Circle
Hunt Valley, MD 21030

The initial Board of Directors shall serve only until a Board of Directors is elected at the organizational meeting of the Foundation.


EIGHTH: A director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages except (i) to the extent that it is proven that the person actually received an improper benefit or profit in money, property, or services actually received or (ii) to the extent that a judgement or other final adjudication adverse to the person is entered in a proceeding based on a finding in the proceeding that the person's action or failure to act was the result of active and deliberate dishonesty or bad faith, which was material to the cause of action adjudicated in the proceeding. It is the intent of this Article that the liability of the directors and officers shall be limited to the fullest extent permitted by law, as amended from time to time.

NINTH: To the maximum extent permitted by law, as from time to time amended, the Corporation shall indemnify its currently acting and former directors, officers, agents, and employees.

TENTH: Provided that the contract or transaction is fair and reasonable to the Corporation, no contract or other transaction between this Corporation and any other corporation shall in any way be affected, or invalidated, by the fact that any of the officers or directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. If the contract is not fair or reasonable to the Corporation, the contract or transaction shall not be void or voidable provided the fact that the director or such firm is so interested is disclosed or shall have been known to the Board of Directors and/or the stockholders entitled to vote and the contract or transaction is disclosed or shall have been known to the Board of Directors and/or the stockholders entitled to vote and the contract or transaction is approved, authorized, or ratified by: (1) an affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum, and (2) a majority vote of the share of the Corporation's shareholders, other than those votes of shares owned of record or beneficially by the interested directors or corporation, firm, or other entity.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 22 day of Nov, 2006 and acknowledged the same as my act and deed.

WITNESS:



STEVEN I. BATOFF, Incorporator
111 S. Calvert Street
Ste 2700
Baltimore, MD 21202