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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT/NON PROFIT CORPORATION

healthcare benefits services, inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

HEALTHCARE BENEFITS SERVICES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

I.

Name

The name of this corporation is Healthcare Benefits Services, Inc. (the "Corporation"). The principal place of business and mailing address of the Corporation is c/o Hugo P. Arza, Esq., at 3135 SW 3rd Avenue, 1st Floor, Miami, Florida, 33129.

II.

Effective Date and Duration

The effective date of this Corporation shall be May 1st, 2007, and it shall exist perpetually thereafter, unless sooner dissolved according to law.

III.

Purpose

This Corporation is authorized to engage in any business permitted to corporations organized under the Florida Business Corporation Act.

IV.

Capitalization

The maximum number of shares, which this Corporation is authorized to have outstanding at any time, is 1,000 shares of common stock, having a par value of \$0.01 per share.

Hugo P. Arza
Fla Bar No.: 0625175
3135 SW 3rd Avenue
1st Floor
Miami, Florida 33129

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V.
Initial Registered Office and Agent

The initial registered office of this Corporation shall be 3135 SW 3rd Avenue, 1st Floor, Miami, Florida 33129; and the initial registered agent of this Corporation at such office shall be Hugo P. Arza, Esq., who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

VI.
Initial Directors

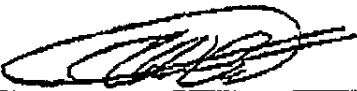
The number of directors constituting the Board of Directors of this Corporation shall be determined in accordance with its Bylaws, but shall not be less than one (1). The name and addresses of the persons, who are to serve as members of the initial Board of Directors are:

<u>Name & Title</u>	<u>Address</u>
Mr. Sanford Cohen (P,D)	3135 SW 3 rd Avenue 1st Floor Miami, Florida 33129, U.S.A.

VII.
Incorporator

The incorporator of this Corporation is Hugo P. Arza, Esq., and his address is 3135 SW 3rd Avenue, 1st Floor, Miami, Florida 33129.

In witness whereof, the undersigned has executed these Articles of Incorporation on May 1st, 2007.



Hugo P. Arza, Esq.
Incorporator


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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of this Corporation is HEALTHCARE BENEFITS SERVICES, INC.
2. The name and address of the registered agent and the registered office is Hugo P. Arza, Esq., at 3135 SW 3rd Avenue, 1st Floor, Miami, Florida 33129.

Pursuant to Sections 48.091 and 607.0501, et seq., Florida Statutes, the undersigned has been named to act as the Registered Agent of this Corporation at the place designated in this certificate; and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the Registered Agent of this Corporation; and that the undersigned is familiar with and accepts the obligations of the position of Registered Agent for this Corporation.

Date: May 1, 2007



Hugo P. Arza, Esq.
Registered Agent

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TALLAHASSEE, FLORIDA

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