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(Requestor's Name)

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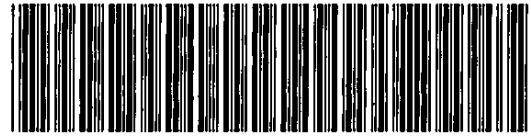
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
2007 AUG 10 P 5:23

*8-10-07  
DSC*

**William D. Slicker, P.A.**

Attorney At Law

(727) 322-2795  
FAX (727) 322-2796

August 8, 2007

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

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation of **Grace Ignico Corporate Benefits Group, Inc.**, and the Affidavit of the resident agent for the above referenced corporation.

Also enclosed please find a check in the amount of \$70.00 for the following:

Filing Articles of Incorporation	\$ 35.00
Registered Agent Fee	<u>+ 35.00</u>
<b>Total</b>	<b>\$70.00</b>

Thank you for your kind cooperation and prompt attention to this matter.

Sincerely,



William D. Slicker

WDS/yp  
Encl:

Cc: Ignico  
file:07-238

**ARTICLES OF INCORPORATION  
OF**

**GRACE IGNICO CORPORATE BENEFITS GROUP, INC.**

2007 AUG 10 P 5:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator does hereby desire to form a corporation under and by virtue of the Laws of the State of Florida, with and under the following proposed charter:

**ARTICLE I – NAME**

The name of the corporation is: GRACE IGNICO CORPORATE BENEFITS GROUP, INC.

**ARTICLE II – DURATION**

This corporation shall exist perpetually, unless terminated as provided by law.

**ARTICLE III – PURPOSES**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV – CAPITAL STOCK**

This corporation is authorized to issue One Hundred (100) shares of One and no/100 (\$1.00) Dollar par value common stock.

**ARTICLE V – LIMITATIONS AND  
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK**

- A. **Voting Rights:** 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.
- B. **Limitations:** All of the said stock may be paid for in cash, property, labor or services at a valuation to be fixed by the Board of Directors. All details as to the issuance, rights, liabilities, dividends, liquidation and other characteristics shall be prescribed and enumerated in the By-Laws of this corporation.

**ARTICLE VI – PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII – INITIAL PRINCIPAL OFFICE AND AGENT**

The street address of the initial principal office of this corporation is: 159 Osceola Road, Belleair, Florida 33756, and the name of the initial registered agent of this corporation is: Grace Ignico, 159 Osceola Road, Belleair, Florida 33756.

**ARTICLE VIII – INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name(s) and address(es) of the initial director of this corporation is/are:

Grace Ignico  
159 Osceola Road  
Belleair, Florida 33756

**ARTICLE IX – INCOPORATOR(S)**

The name(s) and address(es) of the person/people signing these articles is/are:

Grace Ignico  
159 Osceola Road  
Belleair, Florida 33756

**ARTICLE X – BY-LAWS AND AMENDMENTS**

The power to adopt, appoint, amend or repeal these Articles and By-Laws shall be vested in the shareholders.

**ARTICLE XI – SHAREHOLDER QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XII – INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XIII – MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholder(s) of this corporation.

**ARTICLE XIV – BUSINESS WITH OFFICERS OR DIRECTORS**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other Director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested does not affect his status and he may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

**ARTICLE XV – POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE XVI – COMPENSATION OF DIRECTORS**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

**ARTICLE XVII – LIEN ON CORPORATE STOCK**

The corporation shall have a lien on all shares of stock for any sum or amount due by the holder thereof to the corporation. No transfer of stock shall be valid or binding until all debts due by the stockholder to the corporation shall have been fully paid and until the transfer has been duly entered upon the books of the corporation.

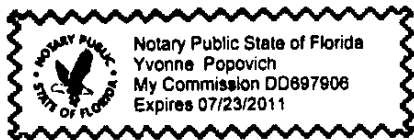
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on the 7 day of August, 2007.

  
\_\_\_\_\_  
GRACE IGNICO

STATE OF FLORIDA       )  
COUNTY OF PINELLAS   )

On the 7 day of August, 2007, before me personally appeared GRACE IGNICO, who is personally known to me or who produced \_\_\_\_\_ as identification and has made oath that she has read the foregoing ARTICLES OF INCORPORATION of GRACE IGNICO CORPORATE BENEFITS GROUP, INC., by her subscribed and that she knows the contents thereof and that the same is true to her own knowledge except as to those matters therein stated to be on her information and belief and as to those matters she believes them to be true.

NOTARY PUBLIC:



Sign Yvonne Popovich  
Print Yvonne Popovich

State of Florida at Large (SEAL)  
My commission expires:

**AFFIDAVIT OF  
ACCEPTANCE BY RESIDENT AGENT**

STATE OF FLORIDA       )  
COUNTY OF PINELLAS   )

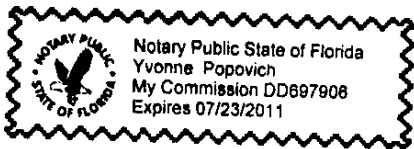
I, GRACE IGNICO, am over the age of 18 and have personal knowledge of the following:

1. I have read the Articles of Incorporation of Grace Ignico Corporate Benefits Group, Inc., and am named as resident agent therein.
2. I have read Sections 607.0501 and 48.091, Florida Statutes, and understand the duties of the resident agent.
3. I hereby accept the designation as resident agent of Grace Ignico Corporate Benefits Group, Inc.. The registered office is: 159 Osceola Road, Belleair, FL 33756.

FURTHER AFFIANT SAITH NOT.

  
\_\_\_\_\_  
GRACE IGNICO

The foregoing instrument was acknowledged before me this 7 day of AUGUST, 2007, by GRACE IGNICO, who is personally known to me, or who produced \_\_\_\_\_ as identification.



NOTARY PUBLIC:  
Sign Yvonne Popovich  
Print Yvonne Popovich

State of Florida at Large (SEAL)  
My commission expires: