

PO 7000132558

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

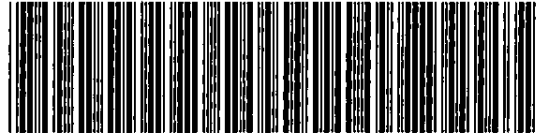
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Lob-10121

Office Use Only



900113024469

12/14/07--01034--016 **113.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 DEC 14 P 4: 22

12/17
FILED
AL

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: 1-on-1 BENEFITS, INC.

(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

CAROLYN SNIDER

(Contact Person)

FOLEY & LARDNER LLP

(Firm/Company)

ONE INDEPENDENT DRIVE, SUITE 1300

(Address)

JACKSONVILLE, FL 32202

(City, State and Zip Code)

2001 DEC 14 P 4: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

For further information concerning this matter, please call:

CAROLYN SNIDER

(Name of Contact Person)

at (904) 359-8762

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

\$105.00 Filing Fees

\$113.75 Filing Fees
and Certificate of
Status

\$113.75 Filing Fees
and Certified Copy

\$122.50 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

1 ON 1 EMPLOYEE BENEFITS, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LIMITED LIABILITY COMPANY
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of FLORIDA
(Enter state, or if a non-U.S. entity, the name of the country)

on JANUARY 27, 2006

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

1-ON-1 BENEFITS, INC.

(Enter Name of Florida Profit Corporation)

2007 DEC 14 P 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

5. If not effective on the date of filing, enter the effective date: _____.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 13th day of DECEMBER, 2007.

Signature: Chanley T. Howell
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: CHANLEY T. HOWELL Title: INCORPORATOR

Fees:

| | |
|---|-------------------|
| Certificate of Conversion: | \$35.00 |
| Fees for Florida Articles of Incorporation: | \$70.00 |
| Certified Copy: | \$8.75 (Optional) |
| Certificate of Status: | \$8.75 (Optional) |

2007 DEC 14 P 4: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

OF

1-ON-1 BENEFITS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS

Section 1.1 **Name.** The name of the corporation is 1-ON-1 BENEFITS, INC. (the "Corporation").

Section 1.2 **Address of Principal Office.** The address of the principal office of the Corporation is 4000 St. Johns Ave., Suite 13B, Jacksonville, Florida 32205.

Section 1.3 **Mailing Address.** The mailing address of the Corporation is 4000 St. Johns Ave., Suite 13B, Jacksonville, Florida 32205.

ARTICLE II

DURATION

Section 2.1 **Duration.** This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 **Purposes.** This Corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL

Section 4.1 **Authorized Capital.** The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of voting common stock having a par value of \$.01 per share.

FILED
2017 DEC 14 P 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 **Name and Address.** The street address of the initial registered office of this Corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202 and the name of the initial registered agent of this Corporation at that address is F&L Corp.

ARTICLE VI

DIRECTORS

Section 6.1 **Number.** This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 **Initial Directors.** The name and address of the members of the first board of directors of the Corporation are:

| <u>Name</u> | <u>Address</u> |
|----------------------------|---|
| Gerald Morrison McGee, Jr. | 4000 St. Johns Ave., Suite 13B Jacksonville, Florida 32205 |

FILED
 2001 DEC 14 P 4:22
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

ARTICLE VII

BYLAWS

Section 7.1 **Bylaws.** The initial bylaws of this Corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII

INCORPORATOR

Section 8.1 **Name and Address.** The name and street address of the incorporator of this Corporation are:

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| Chanley T. Howell | One Independent Drive Suite 1300 Jacksonville, Florida 32202 |

ARTICLE IX

INDEMNIFICATION

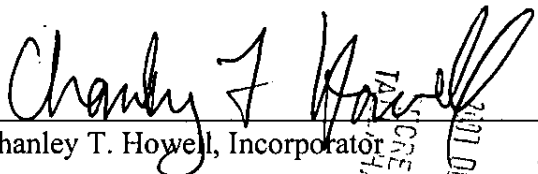
Section 9.1 **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE X

AMENDMENT

Section 10.1 **Amendment.** This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

13th IN WITNESS WHEREOF, the incorporator has executed these Articles the day of December, 2007.



Chanley T. Howell, Incorporator

2007 DEC 14 P 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the above Articles of Incorporation, the undersigned agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. The undersigned is familiar with and accepts the obligations of a registered agent.

F&L CORP.

By: Charles V. Hedrick
Charles V. Hedrick, Authorized Signatory

Date: December 13, 2007

2007 DEC 14 P 4: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED