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Special Instructions to Filing Officer:

*Jeff Zerkend* **NAME**

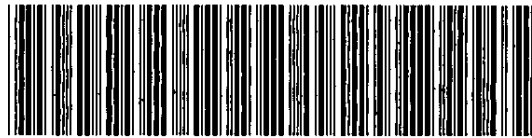
**AUTHORIZATION BY PHONE TO**

*all data* **correct** *accy. purposes only*

**DATE** *8/13/08*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 AUG 11 PM 4:32

B. T. Lock AUG 13 2008

***Zeskind's Benefits Consulting Corporation***

***P.O. Box 560666***

***Miami, Florida 33256-0666***

***(305) 308-8729 Fax (305) 253-5932***

August 2, 2008

**To:** Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Subject:** Zeskind's Benefits Consulting Corporation


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

Please return all correspondence concerning this matter to:

Jeffrey Zeskind  
Zeskind's Benefits Consulting  
P.O. Box 560666  
Miami, FL 33256-0666.

For further information concerning this matter please call Jeffrey Zeskind  
@ (305) 308-8729.

Enclosed is a check of \$105.00 for the Filing Fees

  
\_\_\_\_\_  
Jeffrey Zeskind

08/02/2008  
Date

**Certificate of Conversion**  
For  
**"Other Business Type"**  
Into  
**Florida Profit Corporation**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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 §607.1115, Florida Statutes.

The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is **Zeskind's Benefits Consulting, LLC.** 100-9203

The "Other Business Entity" is a **limited liability company** first organized under the laws of the **State of Florida** on **26<sup>th</sup>** day of **July 2000**.

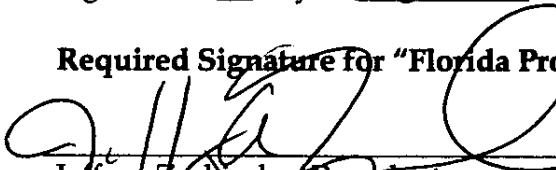
The jurisdiction of the "Other Business Entity" has not changed.

The name of the "Florida Profit Corporation" as set forth in the attached Articles of Incorporation is **Zeskind's Benefits Consulting Corporation.**

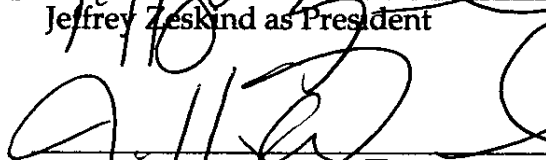
The effective date of this filing is **1<sup>st</sup>** day of **June 2008**, for accounting purposes only.

Signed this **4<sup>th</sup>** day of **August 2008**.

**Required Signature for "Florida Profit Corporation":**

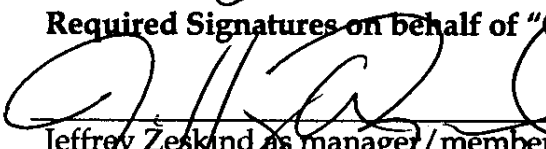
  
\_\_\_\_\_  
Jeffrey Zeskind as President

08/02/2008  
Date

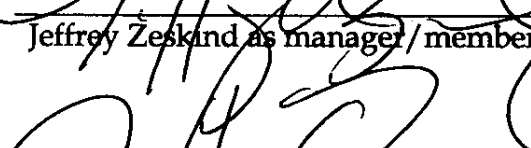
  
\_\_\_\_\_  
Jeffrey Zeskind as Registered Agent

08/02/2008  
Date

**Required Signatures on behalf of "Other Business Entity":**

  
\_\_\_\_\_  
Jeffrey Zeskind as manager/member

08/02/2008  
Date

  
\_\_\_\_\_  
Jeffrey Zeskind as Registered Agent

08/02/2008  
Date

# **ARTICLES OF INCORPORATION**

**OF**

## **Zeskind's Benefits Consulting Corporation**

The undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

### **ARTICLE I - CORPORATE NAME**

The name of this corporation is Zeskind's Benefits Consulting Corporation.

### **ARTICLE II - PRINCIPAL OFFICE**

The principal place of business is 8260 S.W. 160 Street, Village of Palmetto Bay, Florida 33157.

### **ARTICLE III - PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida, including but not limited to, administration services and consulting relative to employee benefit plans.

### **ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of common stock at a par value of \$1.00 (one dollar). This corporation may not begin business with any less than the issuance of 75 shares.

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DIVISION OF CORPORATIONS

## **ARTICLE V - INITIAL DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Director	Jeffrey A. Zeskind P.O. Box 560666, Miami, Florida 33256-0666 8260 S.W. 160 Street, V. Palmetto Bay, FL 33157
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## **ARTICLE VI - INITIAL OFFICERS**

The names and post office address of the officers of the Corporation who, subject to the provisions of these Articles of Incorporation and of this Corporation's By-Laws, shall hold office for the first year of this Corporation's existence or until the (their) successor is elected and shall have qualified, is as follows:

President	Jeffrey A. Zeskind P.O. Box 560666, Miami, Florida 33256-0666 8260 S.W. 160 Street, V. Palmetto Bay, FL 33157
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Vice President	Jeffrey A. Zeskind P.O. Box 560666, Miami, Florida 33256-0666 8260 S.W. 160 Street, V. Palmetto Bay, FL 33157
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Secretary/Treasurer	Jeffrey A. Zeskind P.O. Box 560666, Miami, Florida 33256-0666 8260 S.W. 160 Street, V. Palmetto Bay, FL 33157
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## **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered office of this Corporation as well as that of the initial Registered Agent is as follows:

Registered Agent	Jeffrey A. Zeskind 8260 S.W. 160 Street, V. Palmetto Bay, FL 33157
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## **ARTICLE VIII - DURATION**

This corporation shall exist perpetually unless dissolved according to the laws of the State of Florida.

## **ARTICLE IX - INCORPORATOR**

The name and address of the Incorporator are:

Jeffrey A. Zeskind  
P.O. Box 560666, Miami, Florida 33256-0666  
8260 S.W. 160 Street, V. Palmetto Bay, FL 33157

## **ARTICLE X - OTHER PROVISIONS**

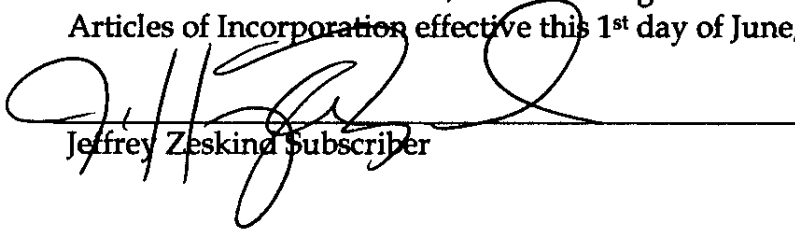
In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is hereby especially authorized:

- a. To make and alter the By-Laws at pleasure, and
- b. To fix the amount to be reserved as working capital, and to authorize and cause to be executed mortgages and liens upon the property and franchises of this Corporation.
- c. No contract or other transaction between the Corporation and any other Corporation shall be affected by the fact that any officer, director or stockholder of this Corporation is interested in, or is an officer, director or stockholder, individually or jointly, may be a party to, or may be interested in any contract or transaction of this Corporation or which this Corporation is interested; and no contract or other transaction of this Corporation with any person, firm or corporation shall be affected by the fact that any officer, director, stockholder of this Corporation is a party in any way connected with such person, firm or corporation and every person who may become an officer, director or stockholder of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or herself or any firm, association or corporation in which, in any way, he/she may be interested.
- d. Any director may be removed at any annual or special meeting of the shareholders by the same vote as that which is required to elect a director.

## ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any present or former officer, director, employee, consultant or agent to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation effective this 1<sup>st</sup> day of June, 2008.

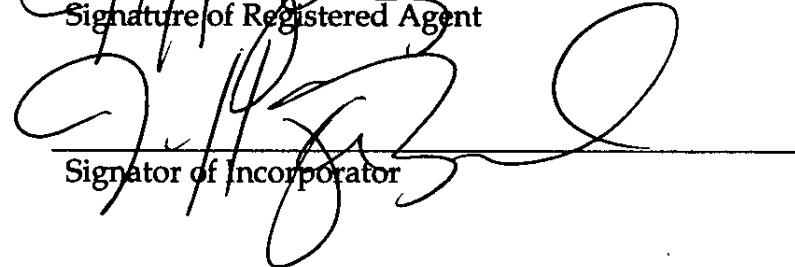
  
\_\_\_\_\_  
Jeffrey Zeskind Subscriber

08/02/2008  
Date

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.

  
\_\_\_\_\_  
Signature of Registered Agent

08/02/2008  
Date

  
\_\_\_\_\_  
Signator of Incorporator

08/02/2008  
Date