

WATSON, FOLDS, STEADHAM, CHRISTMANN, BRASHEAR, TOVKACH & WALKER

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

527 EAST UNIVERSITY AVENUE

POST OFFICE BOX 1070

GAINESVILLE, FLORIDA 32602

March 8, 1995

TELEPHONE
(904) 372-8401

TELECOPIER
(904) 372-1826

*ALSO ADMITTED IN
FLORIDA & NORTH CAROLINA

WILLIAM B. WATSON III
JOHN M. STEADHAM
ALLISON E. FOLDS
THOMAS G. CHRISTMANN
BRUCE BRASHEAR
WALTER M. TOVKACH
S. SCOTT WALLER
W. WESLEY MARSHON

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32311

Re: HALL'S BENEFIT SERVICES, INC.

Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced along with our check in the amount of \$122.50 to cover the cost of filing same. Please return the certified copy to this office.

Filing fee	\$35.00
Certificate Designating Resident Agent	\$35.00
Certified Copy of Articles of Incorporation	\$52.50

After the original Articles of Incorporation have been filed, please certify the enclosed copy and return it to me.

Very truly yours,

WATSON, FOLDS, STEADHAM, CHRISTMANN,
BRASHEAR, TOVKACH & WALKER

Walter M. Tovkach

WMT/dm
enclosures

EFFECTIVE DATE

MAR - 8 1995

FILED
95 MAR 13 AM 9 53
SECRET
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

MAR - 8 1995

ARTICLES OF INCORPORATION OF HALL'S BENEFIT SERVICES, INC.

FILED
95 MAR 13 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name. The name of this Corporation is HALL'S BENEFIT SERVICES, INC.

Article II

Principal Office. The principal place of business and mailing address of this corporation shall be: 605 NE First Street, P.O. Box 790, Gainesville, Florida 32602-0790.

Article III

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock. All shareholders shall have preemptive rights in future stock sales by the corporation.

Article VI

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 527 East University Avenue, P.O. Box 1070, Gainesville, Florida 32602, and the name of the initial registered agent of this Corporation is Walter M. Tovkach.


Article VIII

Initial Board of Directors. The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the initial Director of this Corporation is Walter M. Tovkach.

Article IX

Incorporator. The name and address of the person signing these Articles is Walter M. Tovkach, 527 East University Avenue, P.O. Box 1070, Gainesville, Florida 32602.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of March, 1995.


WALTER M. TOVKACH
Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

Before me, personally appeared WALTER M. TOVKACH, who being first duly sworn by me deposes and says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 2 day of March, 1995.

(SEAL)

Mary J. Bland
Notary Public
My Commission Expires:



MARY J. BLAND
MY COMMISSION # CC366842 EXPIRES
May 15, 1998
BOLTED THRU TROY FAIN INSURANCE, INC.

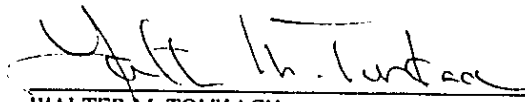
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That HALL'S BENEFIT SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Gainesville, County of Alachua, State of Florida, has named Walter M. Tovkach, whose address is 527 East University Avenue, P.O. Box 1070, Gainesville, County of Alachua, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



WALTER M. TOVKACH
Resident Agent

FILED
95 MAR 13 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA