

PA50000 22456

8 PUBLIC ACCESS SYSTEM  
((H95000003175))) ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 1492 W. FLAGLER ST  
STATE OF FLORIDA SUITE 200  
409 EAST GAINED STREET MIAMI FL 33136- -0000  
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
FAX: (904) 922-4000 PHONE: (305) 541-3684  
FAX: (305) 541-3770  
(((H95000003175))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: TRI BENEFITS GROUP, INC.  
FAX AUDIT NUMBER: H95000003175 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 03/20/1998 TIME REQUESTED: 15:09:46  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255  
Note: Please print this page and use it as a cover sheet when submitting  
documents to the Division of Corporations. Your document cannot be processed  
without the information contained on this page. Remember to type the Fax Audit  
number on the top and bottom of all pages of the document.  
(((H95000003175)))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
Help #1 Option Menu F2

NUM CAPS Connect: 00:19

FILED  
95 MAR 21 AM 8:54  
TALLAHASSEE, FLORIDA

3/21/95

RECEIVED  
MAR 21 1995  
TALLAHASSEE, FLORIDA

FILED  
JAN 14 1975  
FBI - TAMPA

ARTICLES OF INCORPORATION  
OF  
TRI BENEFITS GROUP, INC.

H 9500000 3175

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: TRI BENEFITS GROUP, INC.

ARTICLE II

This corporation shall commence its existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have a perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

1. Transact any and all lawful business;
2. Said corporation shall have further powers:
  - (a) To have perpetual succession by its corporate name;
  - (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
  - (c) To have a corporate seal and to use the same by causing it to be impressed or affixed;
  - (d) To purchase, take, receive, lease or acquire and otherwise deal in and with real and personal property or any interest therein;
  - (e) To sell, mortgage, pledge or otherwise create a security interest in, lease, transfer, or otherwise dispose of all or any part of its property and assets;
  - (f) To lend money to its officers and/or employees;
  - (g) To make contracts or guarantees and incur liabilities, borrow money, issue notes, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;
  - (h) To lend money and take and hold real or personal property as security of payment of funds so loaned;
  - (i) To conduct its business, carry on its operations and have offices and exercise the powers granted by this act within and without this state;

H 9500000 3175

Bradley W. Schuler  
2890 University Drive  
Suite 64  
Coral Springs, Florida 33065  
(305) 340-5888  
Florida Bar No.: 729951

H 9500000 3175

- (j) To elect and appoint officers and agents of the corporation and defend their duties and fix their compensation;
- (k) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida;
- (l) To have and exercise all powers necessary to effect its purpose.

#### ARTICLE IV

The aggregate number of shares which this corporation shall have the authority to issue is the total sum of 1000 shares, having an individual par value of \$ .01.

The sum of the par value of all shares of stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

The holders of the outstanding shares of stock shall be entitled to receive, when, if and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the stock of the corporation.

The corporations shares of stock will not be divided into classes.

The corporation is not authorized to issue shares of stock in series.

#### ARTICLE V

The initial place of business for the corporation shall be at 3300 University Drive, Suite 401, Coral Springs, Florida 33065 and this shall also be the corporations initial mailing address.

#### ARTICLE VI

The initial street address in Florida of the initial registered office of the corporation is 2898 University Drive, Suite 64, Coral Springs, Florida 33065, and the name of the initial registered agent of the corporation at such address is Bradley W. Schuler.

#### ARTICLE VII

The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida or a shareholder of the corporation. The number of directors may increase from time to time as determined by the By-Laws of the corporation. No directors shall be designated for the board of directors until the first meeting of the stockholders of the corporation.

#### ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is: Bradley W. Schuler, 2898 University Drive, Coral Springs, Florida 33065.

H 9500000 3175

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 20th day of March, 1995.

  
BRADLEY W. SCHULER, as Incorporator  
and Subscriber

Prepared by: Bradley W. Schuler, Esquire  
Florida Bar No.: 789951  
2898 University Drive  
Suite 64  
Coral Springs, Florida 33065  
(305) 340-5888

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

In Pursuance to Section 607.34 Florida Statutes, the following is submitted, in compliance with said act:

That TRI Benefits Group, Inc., desiring to organize under the laws of the State of Florida, with it's principle office, as indicated in the Articles of Incorporation at 3300 University Drive, Suite 401, City of Coral Springs, County of Broward, State of Florida 33065 has named Bradley W. Schuler, located at 2898 University Drive, Suite 64, City of Coral Springs, County of Broward, State of Florida 33065 as it's 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 provision of said Act relative to keeping open said office.

By: 

Bradley W. Schuler  
2898 University Drive  
Suite 64  
Coral Springs, Florida 33065  
(305) 340-5888  
Florida Bar No.: 789951

FILED  
95 MAR 21 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H 9500000 3175

H 9500000 3175