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TALLAHASSEE, FL 32301
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networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

RECEIVED
FILED
APR 14 1995
TALLAHASSEE, FL
SECRETARY OF STATE

ACCOUNT NO. : 072100000032

REFERENCE : 579828 1579E

AUTHORIZATION :

Patricia

COST LIMIT : \$ 122.50

ORDER DATE : April 14, 1995

ORDER TIME : 10:23 AM

ORDER NO. : 579828

000001456890

CUSTOMER NO: 1579E

CUSTOMER: Martha L. Caskey, Legal Asst
FOLEY & LARDNER

P. O. Box 3391

Tampa, FL 33601-3391

DOMESTIC FILING

NAME: ABR NATIONAL SERVICE CENTER,
INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS

APR 14 1995

BSB

ARTICLES OF INCORPORATION
OF
ABR NATIONAL SERVICE CENTER, INC.

FILED
05 APR 16 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of ABR NATIONAL SERVICE CENTER, INC. (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA") hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I.
Name

The name of the Corporation is:

ABR NATIONAL SERVICE CENTER, INC.

ARTICLE II.
Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III.
Shares

The total number of shares which the Corporation shall have the authority to issue shall be One Thousand (1,000) shares, consisting of a single class of common stock having a par value of \$0.01 per share.

ARTICLE IV.
Preemptive Rights

No shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

ARTICLE V.
Principal Office

The address of the Principal Office of the Corporation is 34125 U.S. Hwy. 19 North, Palm Harbor, Pinellas County, Florida 34684. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE VI.
Mailing Address

The mailing address of the Corporation is 34125 U.S. Hwy. 19 North, Palm Harbor, Florida 34684.

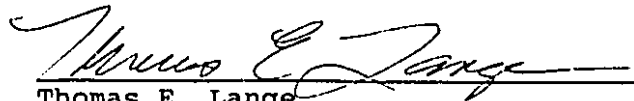
ARTICLE VII.
Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the initial Registered Agent at such address is **CORPORATION INFORMATION SERVICES, INC.**

ARTICLE VIII.
Incorporator

The name and address of the sole incorporator of the Corporation is: **Thomas E. Lange of Foley & Lardner, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.**

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 13th day of April, 1995.



Thomas E. Lange,
Incorporator

**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, a corporation resident of the State of Florida, having been named in Article VII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

DATED, this 14th day of April, 1995.

CORPORATION INFORMATION SERVICES, INC.

By: 
Karen B. Rozar, as its agent

P95000029461

ARTICLES OF MERGER
Merger Sheet

MERGING:

ABR NATIONAL SERVICE CENTER, INC., a Florida corporation,
P95000029461

ABR QUALIFIED PLAN SERVICES, INC., a Florida corporation, P97000002783

TOTAL COBRA SERVICES, INC., a California corporation, not qualified in
Florida

ABR COBRASERV, INC., a New Jersey corporation, not qualified in Florida

ABR BENEFITS SERVICES, INC., a New Jersey corporation, not qualified in
Florida

THE L.P. BAIER COMPANY, a Virginia corporation, not qualified in Florida

INTO

ABR COVERAGE CONTINUATION SERVICES, INC. which changed its name to

ABR BENEFITS SERVICES, INC., a Florida corporation, P96000050091

File date: September 8, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 455.00