

P95000033621

LAW OFFICES

COHEN, BERKE, BERNSTEIN, BRODIE, KONDELL & LASZLO

A PROFESSIONAL ASSOCIATION

TERMINAL MARK CENTRE  
19TH FLOOR  
2601 SOUTH BAYSHORE DRIVE  
MIAMI, FLORIDA 33133-5460

MIAMI (305) 854-5900  
BROWARD (305) 523-6633  
TELECOPIER (305) 857-0857

Richard N. Bernstein  
Extension 1314

April 21, 1995

500001465065  
-04/26/95--01041--014  
\*\*\*\*122.50 \*\*\*\*122.50

DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Custom Benefit Programs, Inc. of Florida

Gentlemen:

Enclosed herewith are the following:

1. Original and one copy of the Articles of Incorporation of the above-captioned corporation.
2. Our check, in the sum of \$122.50, payable to the Secretary of State, representing the following:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Resident Agent Fee	35.00

\$122.50

Please certify and return to the undersigned the enclosed copy of the Articles of Incorporation. I have enclosed a stamped, self-addressed envelope for this purpose.

Thank you in advance for your usual courtesy.

Sincerely, .

*Peggy Marinelli*

Peggy Marinelli, Legal Assistant  
to Richard N. Bernstein

/pm  
Encs.

FILED  
95 APR 25 11:44

EFFECTIVE DATE

4/21/95

*ADG-1*

FILED  
APR 25 11:11 AM  
SECRET  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CUSTOM BENEFIT PROGRAMS, INC. OF FLORIDA

The undersigned, acting as incorporator of CUSTOM BENEFIT PROGRAMS, INC. OF FLORIDA under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is: CUSTOM BENEFIT PROGRAMS, INC. OF FLORIDA.

ARTICLE II

COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on April 21, 1995.

ARTICLE III

DURATION

The duration of the Corporation will be perpetual.

ARTICLE IV

PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE V

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

9350 South Dixie Highway, PH-1  
Miami, Florida 33156

ARTICLE VI

AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is Three Hundred (300) shares of Common Stock at \$1.00 par value per share.

EFFECTIVE DATE  
4/21/95

FILED  
APR 25 11:11 AM  
SECRET  
TALLAHASSEE, FLORIDA

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's initial registered agent at that address is COBER Corporate Agents, Inc.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The name and address of the director is:

<u>Name</u>	<u>Address</u>
Y. Stephen Liedman	9350 South Dixie Highway, PH-1 Miami, Florida 33156

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Richard N. Bernstein	c/o Cohen, Berke, Bernstein, Brodie, Kondell & Laszlo, P.A. 2601 So. Bayshore Drive 19th Floor Miami, Florida 33133

ARTICLE X

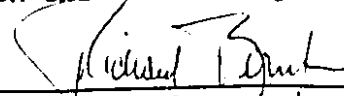
INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each

person for all costs and expenses, including attorneys' fees, reasonably incurred by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

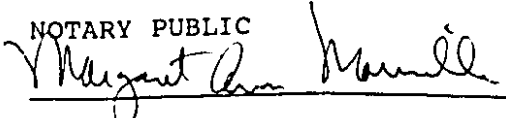
The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st of April, 1995.

  
Richard N. Bernstein,  
Incorporator

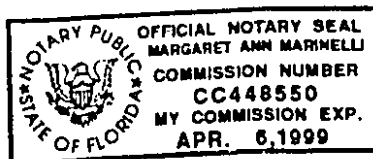
STATE OF FLORIDA )  
 ) SS:  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 21st day of April, 1995, by RICHARD N. BERNSTEIN, who is personally known to me.

NOTARY PUBLIC  


Margaret Ann Marinelli

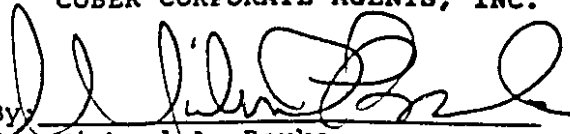
State of Florida at Large  
My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for CUSTOM BENEFIT PROGRAMS, INC. OF FLORIDA in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.

By:   
Michael A. Berke,  
Vice President

FILED  
95 APR 25 PM 11:45  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

P95 0000 33621

1201 HAWAIIAN  
TALLAHASSEE, FL 32301  
904 222 0191 FAX

FILED

95 OCT 20 PM 12:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



PRESTIGE MAIL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000002

REFERENCE : 713322 5535A

AUTHORIZATION :

COST LIMIT : \$35

ORDER DATE : October 20, 1995

ORDER TIME : 9:19 AM

ORDER NO. : 713322

CUSTOMER NO: 5535A

CUSTOMER: Peggy Marinelli, Legal Asst  
Cohen Berke Bernstein, Brodie  
19th Floor  
2601 South Bayshore Drive  
Miami, FL 33133

6.00001616106  
-10/20/95--01140--007  
\*\*\*\*\$87.50 \*\*\*\*\$87.50

DOMESTIC AMENDMENT FILING

NAME: CUSTOM BENEFIT PROGRAMS, INC.  
OF FLORIDA

- ARTICLES OF AMENDMENT
- RESTATEL ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

N. HENDRICKS OCT 20 1995

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF  
AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF CUSTOM BENEFIT PROGRAMS, INC. OF FLORIDA,  
a Florida corporation

FILED  
95 OCT 20 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1003 and 607.1006, Florida Statutes, CUSTOM BENEFIT PROGRAMS, INC. OF FLORIDA, a Florida corporation, hereinafter referred to as the "Corporation", files these Articles of Amendment.

1. Article I of the Articles of Incorporation of Corporation is amended to read as follows:

ARTICLE I

The name of the corporation shall be:


CUSTOM BENEFIT PROGRAMS OF FLORIDA, INC.

2. In accordance with Section 607.1003, Florida Statutes, the foregoing Amendment to the Articles of Incorporation of the Corporation was duly adopted and approved by Unanimous written Consent of the Shareholders and Directors of the Corporation on October 12, 1995.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 13th day of October, 1995.

CUSTOM BENEFIT PROGRAMS, INC. OF FLORIDA

By: \_\_\_\_\_

  
Y.S. LIEDMAN, President