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TO: DIVISION OF CORPORATIONS
STATE OF FLORIDA
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TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: EMPIRE CORPORATE KIT COMPANY
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: AMERICAN GOVERNMENT EMPLOYEES BENEFIT ASSOCIATION. 1
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ARTICLES OF INCORPORATION
OF

AMERICAN GOVERNMENT
EMPLOYEES BENEFIT ASSOCIATION, INC.

(5)

THE UNDERSIGNED incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is American Government Employees Benefit Association, Inc. (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is 11222 Quail Roost Drive, Miami, Florida 33157-6596.
- THIRD: The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH: The name and address of the incorporator of the Corporation is: Philip B. Schwartz, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH: The affirmative vote of holders of more than $\frac{1}{2}$ of the outstanding shares of the Corporation entitled to vote shall be necessary for the following corporate actions:
- (a) To amend the Articles of Incorporation of the Corporation;
 - (b) To amend the Bylaws of the Corporation; and
 - (c) To increase the number of directors of the Corporation.

Philip B. Schwartz, P.A.
Florida Bar Number 0280372
BROAD AND CASSEL
Miami Center
201 South Biscayne Boulevard
Suite 3000
Miami, Florida 33131

(305) 373-9400

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SEVENTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

EIGHTH: The Corporation shall have five directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than five. No person shall serve as a director unless they are also a shareholder of the Corporation. The names and addresses of the initial directors of the Corporation, each of whom are as follows:

Name	Address
Deborah Becker	11222 Quail Roost Drive Miami, Florida 33157-6596
Sanford Neubarth	11222 Quail Roost Drive Miami, Florida 33157-6596
Manola Gutierrez	11222 Quail Roost Drive Miami, Florida 33157-6596
Michael Ray	11222 Quail Roost Drive Miami, Florida 33157-6596
Leonardo Francisco Garcia	11222 Quail Roost Drive Miami, Florida 33157-6596

NINTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

TENTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ELEVENTH: The corporate existence of the Corporation shall commence on June 29, 1995.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of June, 1995.



Phillip B. Schwartz, Incorporator

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I HEREBY ACCEPT the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Linda C. Frazier
Linda C. Frazier, Vice President

FILED
95 JUL -7 PM 4: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA