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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 654011 41750

AUTHORIZATION : Patricia Pyjunt

COST LIMIT : \$ 122.50

ORDER DATE : August 4, 1995

ORDER TIME : 9:58 AM

ORDER NO. : 654011

CUSTOMER NO: 41750

CUSTOMER: Melinda Mantor, Legal Asst
LEBOEUF LAMB GREENE & MACRAE

50 N. Laura Street, Ste. 2800

Jacksonville, FL 32202-3650

DOMESTIC FILING

NAME: BENEFIT MANAGEMENT SYSTEMS,
INC.

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN AUG - 4 1995

FILED
95 AUG - 4 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BENEFIT MANAGEMENT SYSTEMS, INC.

FILED
95 AUG -4 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Benefit Management Systems, Inc.

ARTICLE II - ADDRESS

The address of the principal office and the mailing address of this Corporation is 806 Riverside Avenue, Jacksonville, Florida 32204.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of common stock, all of which shall be of the par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 806 Riverside Avenue, Jacksonville, Florida 32204 and the name of its initial registered agent at such address is Paul J. Lunetta.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be four and the name and address of each person who is to serve as a member thereof is:

M. C. Harden, III
806 Riverside Avenue
Jacksonville, Florida 32204

Paul J. Lunetta
806 Riverside Avenue
Jacksonville, Florida 32204

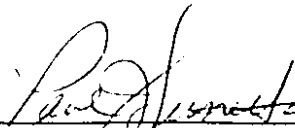
Joe Thompson
806 Riverside Avenue
Jacksonville, Florida 32204

James F. Delay
806 Riverside Avenue
Jacksonville, Florida 32204

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is Paul J. Lunetta,
806 Riverside Avenue, Jacksonville, Florida 32204.

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation this 1st day of August 1995.



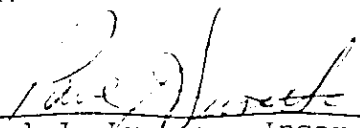
Paul J. Lunetta
Incorporator

FILED
95 AUG -4 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

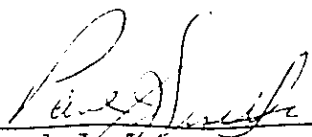
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Benefit Management Systems, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Paul J. Lunetta, located at 806 Riverside Avenue, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.


Paul J. Lunetta, Incorporator

8/1/93
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Paul J. Lunetta hereby agrees to act in this capacity, and Paul J. Lunetta further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


Paul J. Lunetta

8/1/93
Date