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HIGH, STACK, LAZENBY, PALAHACH & DEL AMO

ATTORNEYS AT LAW

3825 PONCE DE LEON BOULEVARD

CORAL GABLES, FLORIDA 33134

(305) 443-3388

ROBERT KING HIGH (1924-1987)
CHARLES R. STACK, P.A.
ROBERT A. LAZENBY, P.A.
MICHAEL PALAHACH, P.A.
GEORGE W. MAXWELL, III
CLAY D. MORGAN
CARLOS DEL AMO, P.A.
JACK L. PLATT
GEORGE A. BARDUY
C. "PETE" McDONALD (OF COUNSEL)
FERNANDO H. PALACIOS (OF COUNSEL)
REED C. CARY (OF COUNSEL)
ALVIN B. CANN (OF COUNSEL)

FAX (305) 443-0850
FAX (305) 444-8370

825 E. STRAWBRIDGE AVE.
MIAMI, FL 33131
(407) 728-8828
FAX (407) 884-2411

115 SOUTH END STREET
FORT PINCH, FL 34906
(407) 481-8181
FAX (407) 484-8740

August 8, 1995

PLEASE REPLY TO:
Coral Gables

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-08/14/95--01060--020
***122.50 ***122.50

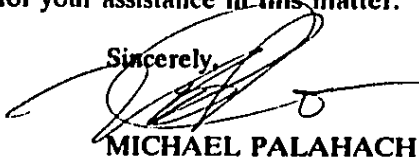
Re: BENEFITS, INC.

Sirs:

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$ 122.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Sincerely,



MICHAEL PALAHACH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 14 PM 4:02

cg 8/15/95

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 AUG 14 PM 4:02

ARTICLES OF INCORPORATION OF
BENEFITS, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is **BENEFITS, INC.**

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is:

130 University Park Drive #210
Winter Park, FL 32972

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is **ONE THOUSAND**, no par value.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are:

MICHAEL PALAHACH, ESQUIRE
3929 Ponce De Leon Blvd.
Coral Gables, FL 33134

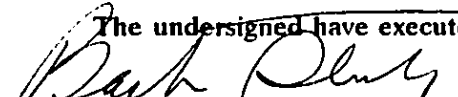
ARTICLE V. INCORPORATORS/INITIAL DIRECTORS

The name and street address of the incorporator to these articles of incorporation, who shall also serve as the directors until the first annual meeting of shareholders, or until their successors have been elected and qualified, are:

BARBARA STEINBERG, DIRECTOR
130 University Park Drive #210
Winter Park, FL 32972

ED STEINBERG, DIRECTOR
130 University Park Drive #210
Winter Park, FL 32972

The undersigned have executed these articles of incorporation on 7/31/95.


BARBARA STEINBERG, Director


ED STEINBERG, Director

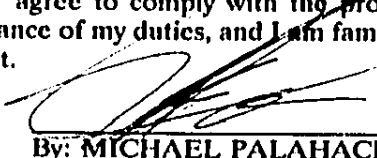
Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is BENEFITS, INC.
2. The name of the registered agent is MICHAEL PALAHACH, ESQUIRE.
3. The address of the registered agent/registered office is 3929 Ponce De Leon Blvd., Coral Gables, FL 33134.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 8/8/95


By: MICHAEL PALAHACH, ESQUIRE

FILED
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