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POST OFFICE BOX 1005
ORLANDO, FLORIDA 32802-0205
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(407) 640-4995

August 24, 1995

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32301

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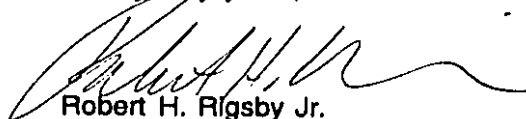
RE: Bates, Turner & Associates, Inc.

Dear Sir/Madam:

Please find enclosed in duplicate the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$122.50 to cover the costs of incorporation.

If the above is in order, please file the Articles and forward to us a certified copy thereof. If there is anything which is not in order, please call collect. With kind regards,
I am

Very truly yours,


Robert H. Rigsby Jr.

RHR/pmg
Enclosures

55 AUG 28 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
7:06 PM

**ARTICLES OF INCORPORATION
OF
BATES, TURNER & ASSOCIATES, INC.**

ARTICLE 1 - NAME

The name of this corporation is BATES, TURNER & ASSOCIATES, INC.

ARTICLE 2 - DURATION

This corporation shall have perpetual existence, commencing on September 1, 1995.

ARTICLE 3 - PURPOSE

This corporation is organized for the following purposes:

1. To engage in every phase and aspect of the business of providing call services in relation to qualified and non qualified retirement plans and all other forms of employee benefit programs, including but not limited to the design and administration of said programs through the officers, employees, and agents of the corporation.
2. To invest funds of this corporation in real estate, mortgages, stocks, bonds, or any other types of investment, and to own real and personal property necessary for the rendering of such professional services of the corporation.
3. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereto, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general, either alone or in association with other corporations, firms, individuals, to carry on any lawful pursuit necessary or

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SECRETARY OF STATE

incidental to the accomplishment of the furtherance of such purposes or objectives of the corporation.

4. To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

ARTICLE 4 - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE 5 - CAPITAL STOCK

A. This corporation is authorized to issue and have outstanding at any one time ten thousand (10,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares."

B. Except as otherwise provided by law or in the bylaws of the corporation, the entire voting power for the election of directors shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE 6 - OFFICE AND REGISTERED AGENT

The initial street address of the principal and registered office of this corporation is 711 West Harvard Street, Orlando, Florida 32804, and the name of the initial registered agent of this corporation at that address is Joyce M. Bates. The Board of Directors may from time to time move the principal registered office to any other address in Florida and change the corporation's registered agent.

ARTICLE 7 - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may

be either increased or decreased from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors to hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

Joyce M. Bates
2354 Lakeshore Drive
Orlando, FL 32803

Sandra R. Turner
1080 Shaffer Trail
Orlando, FL 32765

ARTICLE 8 - INCORPORATOR

The name and address of the person signing these Articles of Incorporation:

Joyce M. Bates
2304 Lakeshore Drive
Orlando, FL 32803

ARTICLE 9 - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter or amend any bylaws adopted by the Board of Directors. The shareholders reserve the power to adopt bylaws and to prescribe in any bylaws that such bylaws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE 10 - OFFICERS

The bylaws of the corporation shall provide for certain officers and the duties of all officers and prescribe the time and manner of their election. The initial officers of the corporation shall be:

Joyce M. Bates
Sandra R. Turner

President/Treasurer
Vice President/Secretary

ARTICLE 11 - MEETINGS

Meetings of shareholders and directors, including the time, place and manner of calling such meetings, shall be fixed by the bylaws of the corporation.

ARTICLE 12 - ADDITIONAL CORPORATE POWERS

In furtherance herof, and not in limitation of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in any arrangement for sharing profits, union of interest, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his or her shares, or any or all of its shares owned or held by a shareholder who dies; provided, however that the capital of the corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a corporate health plan, (5) a group term life insurance plan, (6) any other retirement or incentive compensation plan.

ARTICLE 13 - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in the manner provided by law. Every amendment shall

be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 14 - INDEMNIFICATION

The corporation, subject to the provisions of the bylaws of this corporation, shall have the right to indemnify any officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23rd day of August, 1995

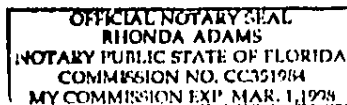


Joyce M. Bates, Incorporator

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 23rd day of August, 1995 by JOYCE M. BATES, who:

✓ Is known to me personally; OR
 produced _____
as identification.



Rhonda Adams
Notary Public
Print Name: Rhonda Adams
Commission No. CC351984
My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VII OF THESE ARTICLES OF INCORPORATION, 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.

Joyce M. Bates
Joyce M. Bates, Registered Agent

The name and address of the person signing these articles is:
Joyce M. Bates
2354 Lakeshore Drive
Orlando, FL 32803