

P95000072562

LESSER & LESSER, P.A.

ATTORNEYS AT LAW

1910 N. DIXIE HIGHWAY

WEST PALM BEACH, FLORIDA 33411-1420

(407) 855-2020

JOE H. LESSER (MI99 1002)
SHEPARD P. LESSER
GARY S. LESSER

September 13, 1995

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL

000001587540
-09/19/95--01020--016
***122.50 ***122.50

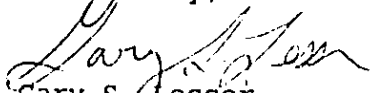
RE: ARTICLES OF INCORPORATION OF BENEFITS FINANCIAL GROUP, INC.

Enclosed please find the duly executed original and one copy of the Articles of Incorporation for the above-referenced corporation, together with my check in the amount of \$122.50 to cover processing costs.

My clients already have this filed with your office as a fictitious name and are now incorporating.

Please send me a stamped copy at your earliest convenience.

Yours truly,


Gary S. Lesser

GSL/dr

cc: Larry Kazinec and Jerry Effert

SEP 20 1995

ARTICLES OF INCORPORATION
OF
BENEFITS FINANCIAL GROUP, INC.

We, the undersigned, hereby associate ourselves for the purpose of becoming incorporated under the laws of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation is Benefits Financial Group, Inc.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do, viz:

a) To sell or otherwise provide health insurance, life insurance, annuities, disability and other related financial and insurance services.

b) Generally, to make and perform contracts of any kind and description and for the purpose of attaining any of the objectives of the corporation; to do and perform any other act or thing; and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are or hereafter may be authorized by law; and, generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied; and,

c) To do any and all things that any natural person might do.

ARTICLE III

The total number of shares of capital stock which may be issued by this corporation is One Hundred (100) shares of no par value; all of which shall be common stock and shall be

fully paid and non-assessable.

ARTICLE IV

The amount of capital which this corporation shall commence business is Five Hundred Dollars (\$500.00) capital money paid in.

ARTICLE V

The principal place of business of said corporation shall be at 12394 A-1-A, Suite 2, Palm Beach Gardens, Florida 33418, or at such other place as is, from time to time, designated by the Board of Directors.

ARTICLE VI

The number of Directors of this corporation shall not be less than one (1) nor more than nine (9).

ARTICLE VII

This corporation shall have perpetual existence.

ARTICLE VIII

The name and post office address of the first Board of Directors of this corporation who shall hold office for the first year, or until successors are chosen, shall be:

Name	Address
Larry Kazinec	12394 A-1-A, Suite 2 Palm Beach Gardens, FL 33418
Jerry L. Effert	12394 A-1-A, Suite 2 Palm Beach Gardens, FL 33418

ARTICLE IX

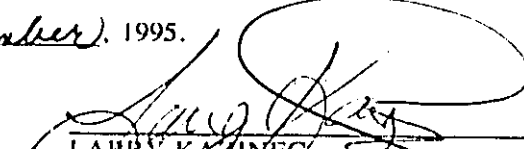

The name and post office address of each subscriber is:

Name	Shares	Address
Larry Kazinec	20	12394 A-1-A, Suite 2 Palm Beach Gardens, FL 33418
Jerry L. Effert	20	

ARTICLE X

The Registered Agent of this corporation to serve until such time as the corporation sees fit to name a new Registered Agent shall be GARY S. LESSER, 909 N. Dixie Highway, West Palm Beach, Florida 33401.

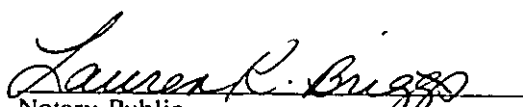
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 7th day of September, 1995.


LARRY KAZINEC

JERRY L. EFFERT

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned Notary Public, personally appeared LARRY KAZINEC and JERRY L. EFFERT, to me known to be the individual(s) described in and who executed the above and foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 7th day of September, 1995.



Notary Public

My Commission Expires:

95 SE 13 1111
2000
CONSENT TO APPOINTMENT OF REGISTERED AGENT

The undersigned hereby consents to his appointment as Registered Agent of this corporation and confirms his address herein and agrees to serve in that capacity.

Dated at West Palm Beach, Florida, this 7th day of September 1995.


GARY S. LESSER

P95000072562

LESSER & LESSER, P.A.
ATTORNEYS AT LAW

808 N. DIXIE HIGHWAY
WEST PALM BEACH, FLORIDA 33401-3329
(561) 955-2020

JOE H. LESSER (1999-1982)
SHEPARD P. LESSER
GARY S. LESSER

January 29, 1997

Division of Corporations
Florida Department of State
Attention: Amendment Department
PO Box 6327
Tallahassee, FL 32314

FILED
97 MAR -3 AM 11:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

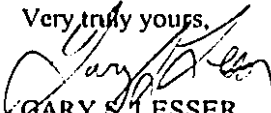
RE: BENEFITS FINANCIAL GROUP AMENDMENT TO ARTICLES OF INCORPORATION

Dear Sir/Madam:

Enclosed please find the original executed Articles of Amendment to Articles of Incorporation for the above-named corporation together with my check in the amount of \$35.00.

Please return a certified copy of the Articles of Amendment at your earliest convenience. Thank you for your prompt attention to this matter.

Very truly yours,


GARY S. LESSER
GSL:kb

200002080072--6
-02/06/97--01050--009
*****35.00 *****35.00

Enclosures

Amend

VS MAR 3 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1997

GARY S. LESSER
909 N. DIXIE HWY.
W. PALM BEACH, FL 33401-3329

SUBJECT: BENEFITS FINANCIAL GROUP, INC.
Ref. Number: P95000072562

We have received your document for BENEFITS FINANCIAL GROUP, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Volma Shepard
Corporate Specialist

Letter Number: 397A00007681

LESSER & LESSER, P.A.
ATTORNEYS AT LAW
1001 N. DIXIE HIGHWAY
WEST PALM BEACH, FLORIDA 33411-3129
(561) 855-2020

JOE H. LESSER (1909-1982)
SHEPARD P. LESSER
GARY S. LESSER

February 27, 1997

Division of Corporations
Florida Department of State
Attention: Velma Shepard, Corporate Specialist
PO Box 6327
Tallahassee, FL 32314

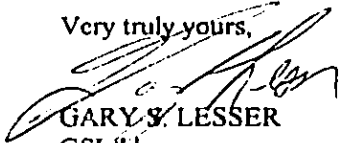
RE: BENEFITS FINANCIAL GROUP, INC.
Ref. Number: P95000072562

Dear Ms. Shepard:

Thank you for your February 13, 1997 and am resubmitting via facsimile and regular US Mail the Articles of Amendment for the above-referenced corporation.

I am also enclosing herewith the Stock Acquisition Agreement signed by all shareholders of the corporation in question. Based on my experiences, this should satisfy the issues raised in your February 13, 1997 letter. Thank you in advance for your prompt and professional processing of this matter at this time. *Returned*

Very truly yours,


GARY S. LESSER
GSL:kb

Enclosures

cc: Larry Kazinec

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BENEFITS FINANCIAL GROUP, INC.

FILED
97 MAR -3 AM 11:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

These Articles of Amendment are designed to amend the Articles of Incorporation filed with the Secretary of State, Division of Corporations, with corporation number P95000072562 being issued on September 18, 1995:

Article VIII is to be amended in that Larry Kazinec should now be the president, vice-president and secretary/treasurer for the above-referenced corporation.

Article VIII is to be amended to provide that Larry Kazinec should be the sole director and shareholder of the above-referenced corporation.

Dated this 21 day of January, 1997.

By: Larry Kazinec

Larry Kazinec

On this 21 day of January, 1997, personally appeared before me, LARRY KAZINEC, who produced _____ as identification, or who is personally known to me, acknowledged that he executed the foregoing instrument for the purpose therein expressed.

WITNESS my hand and official seal the day and year first written above.

Angela C Koch
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: 6/20/2000

