

NORMAN S. PALLOT

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December 20, 1995

Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, Florida 32314

Re: BENEFIT PLANNING ASSOCIATES, INC.

I wish to file for incorporation of the above named entity.

Enclosed are Articles of Incorporation and Designation of Registered Agent, and my check for \$122.50 covering:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent	<u>35.00</u>
	\$122.50

If there are any questions please call me collect.

Cordially yours,



Norman S. Pallot

NSP/bc
Enclosures

DMC
1-8-96

FILED
96 JAN -2 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BENEFIT PLANNING ASSOCIATES, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

BENEFIT PLANNING ASSOCIATES, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

Marketing and promotion of insurance.

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is:

50 shares of Common Stock without nominal or par value. The consideration for each share shall be fixed by the Board of Directors.

ARTICLE IV. INITIAL CAPITAL

The amount of capital which this corporation will begin business with is Five Hundred Dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The principal address, as well as the mailing address for the corporation is:

10719 S.W. 104 Street
Miami, Florida 33176

and the initial Registered Agent at such address is CHARLES GOMES. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have two Directors, initially. The number of Directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than two.

ARTICLE VIII. INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors, the President, the Secretary and the Treasurer, are:

JANICE M. BAILEY	10719 S.W. 104 Street Miami, Florida 33176	President, Director
CHARLES GOMES	10719 S.W. 104 Street Miami, Florida 33176	Secretary- Treasurer Director

ARTICLE IX. SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefor (the sum of which value is not less than the amount of initial capital specified in Article IV.), are:

JANICE M. BAILEY	10719 S.W. 104 Street Miami, Florida 33176	(50 Shares)	\$500.00
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ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by two-thirds of the stockholders entitled to vote thereon.

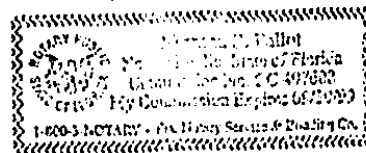
Janice M. Bailey
JANICE M. BAILEY

STATE OF FLORIDA)
 : SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared JANICE M. BAILEY, who is personally known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State named above this 21 day of December, 1995.

Monon Gallet
NOTARY PUBLIC, State of Florida



CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

FILED

96 JAN -2 AM 8:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, 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:

BENEFIT PLANNING ASSOCIATES, INC.

2. The name and address of the registered agent and office is:

Charles Gomes
10719 S.W. 104 Street
Miami, Florida 33176

SIGNATURE


JANICE M. BAILEY

TITLE President

DATE December 21, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE


CHARLES GOMES

DATE December 21, 1995