

P96000045932

HUGH STACK, LAZENBY, PALAHACH & DEL AMO

ATTORNEYS AT LAW

3928 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134

(305) 443-3388

ROBERT KING HIGH (1984-1987)
CHARLES N. STACK, P.A.
ROBERT A. LAZENBY, P.A.
MICHAEL PALAHACH, P.A.
GEORGE W. MAXWELL III
CLAY D. MORAN
CARLOS DEL AMO, P.A.
JACK L. PLATT
FERNANDO M. PALACIOS (OF COUNSEL)
NEED C. CARY (OF COUNSEL)
ALVIN B. CAWN (OF COUNSEL)

FAX (305) 443-0880
FAX (305) 444-8370

555 E. STRAWBRIDGE AVE.
MELHOUNNH, FL 33401
(407) 788-8888
FAX (407) 884-2411

PERMANENT REPLY TO:

Coral Gables

May 21, 1996

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

000001837250
-05/23/96--01074--020
***122.50 ***122.50

Re: Ultimate 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 B. FEILER

95 MAY 23 PM 1:45
MAY 23 1996
MAY 23 1996

GB 5/30/96

ARTICLES OF INCORPORATION OF
ULTIMATE BENEFITS, INC.

20 MAY 27 PM 1:45

ARTICLE I. CORPORATE NAME.

The name of this corporation is ULTIMATE 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:

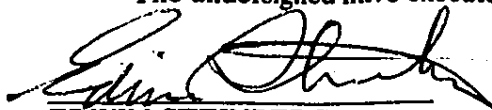
MICHAEL B. FEILER
3929 Ponce De Leon Blvd.
Coral Gables, FL 33134

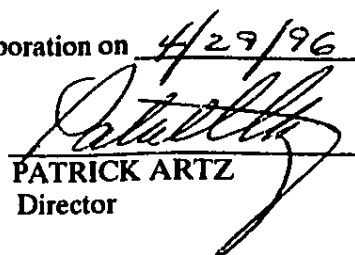
ARTICLE V. INCORPORATORS/INITIAL DIRECTORS

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

EDWIN STEINBERG, Director
PATRICK ARTZ, Director
130 University Park Drive #210
Winter Park, FL 32972

The undersigned have executed these articles of incorporation on 4/29/96.


EDWIN STEINBERG
Director


PATRICK ARTZ
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 **ULTIMATE BENEFITS, INC.**
2. The name of the registered agent is **MICHAEL B. FEILER.**
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.


By: **MICHAEL B. FEILER**

Date: 5/21/96

66117 23 PM 1:45