

P96000067756

LAW OFFICES OF
SHAPIRO AND WEIL
1000 70TH STREET CAUSEWAY
SUITE 400
MIAMI BEACH, FLORIDA 33411

HERBERT S. SHAPIRO
(DECEASED, JAN. 11TH, 1995)
MURRAY B. WEIL, JR.
ALSO MEMBER OF MASSACHUSETTS BAR
JOHN P. FULLEN
OF COUNSEL

(305) 864-2369
TELECOPIER (305) 865-6779

August 8, 1996

Department of State
Division of Corporations
Attention: Garrett Blanton,
Document Specialist
P.O. Box 6327
Tallahassee, Florida 32314

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Office Use Only 122.50 ***122.50

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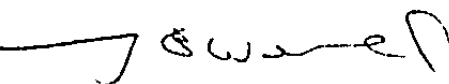
RE: LYNXUS BENEFITS, INC., A FLORIDA CORPORATION
REF NUMBER: W96000013168
LETTER NUMBER: 096A00030743

Dear Mr. Blanton:

Enclosed please find the corrected articles and one copy for the
above mentioned transaction, along with a copy of your letter of
July 29, 1996.

Thank you for your prompt attention to this matter.

Very truly yours,


MURRAY B. WEIL, JR.

MBW/ew

Enclosures

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95 AUG 13 AM 9:27
SEC. OF STATE
TALLAHASSEE, FLORIDA

Dmp
8.14.96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 29, 1996

SHAPIRO & WEIL
1666 79TH ST CAUSEWAY
MIAMI BEACH, FL 33141

SUBJECT: LYNXUS BENEFITS INC.
Ref. Number: W96000015754

We have received your document for LYNXUS BENEFITS INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your 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) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 696A00036216

ARTICLES OF INCORPORATION
OF
LYNXUS BENEFITS INC.

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STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is LYNXUS BENEFITS, INC., a Florida Corporation.

ARTICLE II

DURATION

This corporation shall be perpetual commencing immediately.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

- [a] Providing travel insurance.
- [b] Providing insurance for hospitalization and medical claims incurred while traveling within or outside the United States.
- [c] Providing group insurance benefit programs.
- [d] All other related insurance purposes in connection with the above activities.
- [e] Real Estate Investment, Real Estate Development, Financing and Leasing.
- [f] Pursue its purposes and business in any and all locations, foreign or domestic.

(g) Acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.

(h) Buy and sell real and personal property of any nature whatsoever.

(i) Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.

(j) Import and export wares, goods and merchandise of any nature whatsoever.

(k) Carry on all or any of the business of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind.

(l) Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other person, firm or corporation.

(m) Pay cash or issue capital stock debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the corporation and for any other lawful purpose.

(n) Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.

(o) Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.

[p] Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms and/or corporation.

[q] Guarantee performance by any other person and/or entity.

[r] To borrow and to lend money.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$5.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office/mailling address of this Corporation is:

1666-79th Street Causeway
Suite 608
Miami Beach, Florida 33141

The name and address of the initial registered agent of this Corporation is:

MURRAY B. WEIL, JR., ESQUIRE
1666-79th Street Causeway
Suite 608
Miami Beach, Florida 33141

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1) or more than five (5).

The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ROBIN INGLE	1200, 438 University Avenue Toronto, Ontario, Canada M5C 28K

The names and addresses of the initial Officers of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ROBIN INGLE, PRESIDENT/SECRETARY	1200, 438 University Avenue Toronto, Ontario Canada M5C 28K

ARTICLE VII

INCORPORATOR

<u>NAME</u>	<u>ADDRESS</u>
MURRAY B. WEIL, JR.	1666-79th Street Causeway, Suite 608 Miami Beach, Florida 33141

ARTICLE VIII

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is

subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 17 day of June, 1996.

MURRAY B. WEIL, JR., Subscriber

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County aforesaid, personally appeared MURRAY B. WEIL, JR., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County last aforesaid, this 17 day of June, 1996.

Sharyn Larson
NOTARY PUBLIC - STATE OF FLORIDA

Print Notary's Name:

My Commission Expires:

Commission Number:

Sharyn Larson
Notary Public, State of Florida
Commission No. CC-524592
My Commission Expires 01/19/00
I am a Notary - Fla. Notary Service & Bonding Co.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named Corporation, at the place designated in the Certificate, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

MURRAY B. WEIL, JR.

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