

LAW OFFICES
COTLER & BASEMAN, P.A.

2435 HOLLYWOOD BOULEVARD
HOLLYWOOD, FLORIDA 33020

TELEPHONE (954) 925-4000
NORTH BROWARD (954) 340-6988
DADE (305) 944-1493
FAX (954) 925-1830

ROCA RATON OFFICE
THE PLAZA - SUITE 801
8388 TOWN CENTER ROAD
ROCA RATON, FLORIDA 33486
(407) 398-1767

RICHARD B. COTLER
ALAN H. BASEMAN
LAURENCE GLAZER
MICHAEL GREENWALD
FREDERICK LEVY, JR.

- FLORIDA BAR CERTIFIED IN
WILLS, TRUSTS & ESTATES
- FLORIDA BAR CERTIFIED IN
TAXATION
- OF COUNSEL

PLEASE REPLY TO HOLLYWOOD

September 18, 1996

196000079807

CERTIFIED MAIL: 2-414-366-545

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

500001955715
-09/25/96--01006--008
****140.00 ****140.00

Re: EPG Benefits, Inc.

Dear Sir/Madam:

Enclosed herein please find one original and one copy of the Articles of Incorporation in connection with EPG Benefits, Inc. Also enclosed is our check in the amount of \$140.00 to cover the cost of filing the Articles of Incorporation. When the Articles have been filed, please forward a certified copy thereof to the undersigned at the address indicated above.

We trust you will find the enclosed to be in order and that we will have your cooperation in this matter.

Sincerely,

Alan H. Baseman

ALAN H. BASEMAN
For the Firm

FILED
96 SEP 24 PM 12:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AHB:bjc:CORPORAT\SECYSTAT.ART
Enclosure
cc/enc: Bruce Levy, President

9/24

**ARTICLES OF INCORPORATION
OF
EPG BENEFITS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be **EPG BENEFITS, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 4000 Hollywood Boulevard, Suite 715 South, Hollywood, Florida 33021.

ARTICLE III: CAPITAL STOCK

The number of shares that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent for this corporation are Baruch (Bruce) Levy, 4000 Hollywood Boulevard, Suite 715 South, Hollywood, Florida 33021. The written acceptance of the initial registered agent, as required by Section 607.0501(3), Florida Statutes, is attached to these Articles of Incorporation.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation are Baruch (Bruce) Levy, 4000 Hollywood Boulevard, Suite 715 South, Hollywood, Florida 33021.

ARTICLE VI: INITIAL BOARD OF DIRECTORS AND OFFICERS

The name and address of the initial Board of Directors and Officers of this corporation are Baruch (Bruce) Levy, President and Director, 4000 Hollywood Boulevard, Suite 715 South, Hollywood, Florida 33021; Scot Hunter, Vice-President, Treasurer and Director, 4000 Hollywood Boulevard, Suite 715 South, Hollywood, Florida 33021; and Salvatore Capano, Vice-President, Secretary and Director, 4000 Hollywood Boulevard, Suite 715 South, Hollywood, Florida 33021.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

95 SEP 12 12:00

FILED

The undersigned executed these Articles of Incorporation on
the 18th day of September 1996.



Baruch (Bruce) Levy, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

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 designating its registered office and registered agent in the State of Florida.

1. The name of the corporation is **EPG Benefits, Inc.**
2. The name and address of the registered agent and office are **Baruch (Bruce) Levy, 4000 Hollywood Boulevard, Suite 715 South, Hollywood, Florida 33021.**

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: *Bruce Levy*

Date: *September 18, 1996*

N:\WP51\ARTICLES\EPCBENEF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 SEP 24 PM 12:00

FILED