

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

96 OCT 21 AM 12:50
 10/21/96
 10/21/96

REQUEST TAKEN CONFIRMED APPROVED
 DATE 10/21 _____
 TIME _____ CK No. _____
 BY _____

WALK-IN
 Will Pick Up 8:30 AM 10/21

RE: Extended Benefits, Inc

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
EXTENDED BENEFITS, INC.

FILED
96 OCT 21 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is EXTENDED BENEFITS, INC., and its address is 17720 Harbour Point Drive, Fort Myers, Florida 33908.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

This corporation is authorized to issue 1,000 shares of Ten Dollar (\$10.00) par value common stock.

ARTICLE IV

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 17720 Harbour Point Drive, Fort Myers, Florida 33908, and the name of the initial registered agent of this corporation at that address is JOSEPH E. HEALY.

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. The name and address of the initial director of this corporation who shall hold office, unless otherwise provided in the duly adopted bylaws of this corporation, for the first year of existence of the corporation or until their successors are elected and qualified, are as follows:

NAME	ADDRESS
Joseph E. Healy	17720 Harbour Point Drive Fort Myers, FL 33908

ARTICLE VII

Initial Officers

The name and post office address of the President and Secretary/Treasurer who shall hold office for the first year of existence of the corporation, or until their successors are elected

pursuant to the corporate by-laws, are as follows:

NAME	ADDRESS	OFFICE
Joseph E. Healy	17720 Harbour Point Dr. Fort Myers, FL 33908	President and Secretary/ Treasurer

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles as subscriber to the corporation, together with the number of shares he agrees to take, are as follows:

NAME	ADDRESS	NO. OF SHARES
Joseph E. Healy	17720 Harbour Point Dr. Fort Myers, FL 33908	100

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Meeting by Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each member.

ARTICLE XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

Compensation

The directors and all other officers of this corporation shall serve without compensation, unless expressly otherwise provided by unanimous vote of the Board of Directors.

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any provision 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 have executed these Articles of Incorporation this 18th day of October, 1996.

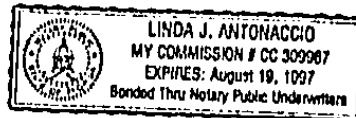

JOSEPH E. HEALY, Subscriber

STATE OF FLORIDA

COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 18th day of October, 1996, by JOSEPH E. HEALY, who is (XX) personally known to me or who has () produced _____ as identification and who (XX) did or () did not take an oath.

Signature of Notary Public Linda J. Antonaccio
Type/Print Name of Notary Linda J. Antonaccio
Commission Number CC 309967
Commission Exp. Date August 19, 1997



ACKNOWLEDGMENT OF REGISTERED AND RESIDENT AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Joseph E. Healy
JOSEPH E. HEALY, Registered Agent

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TALLAHASSEE, FLORIDA