

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 _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE
DEC 17 1996

REQUEST TAKEN CONFIRMED APPROVED
DATE 12/18/96
TIME 10:50
BY CD
CK No. _____

WALK-IN
Will Pick Up _____

RE: Southeastern Benefit Corporation

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation	12/18/96 01042-007	
<input type="checkbox"/> Annual Report/Reinstatement	***122.50 ***122.50	
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> 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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 18, 1996

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: SOUTHEASTERN BENEFIT CORPORATION
Ref. Number: W96000026597

We have received your document for SOUTHEASTERN BENEFIT CORPORATION and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 396A00056427

 Corrected
I hope?

EFFECTIVE DATE
DEC 17 1996

ARTICLES OF INCORPORATION
OF

SOUTHEASTERN REGIONAL BENEFIT CORPORATION

FILED
96 DEC 20 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is SOUTHEASTERN REGIONAL BENEFIT CORPORATION

ARTICLE II

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE III

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

The street address of the initial registered office of the corporation is 201 Alhambra Circle, Suite 1200, Coral Gables, Florida 33134 and the initial registered agent of the corporation at that address is Howard W. Gordon.

ARTICLE V

The mailing address of the corporation is located at 201 Alhambra Circle, Suite 1200, Coral Gables, Florida 33134.

ARTICLE VI

The name and street address of the members of the first Board of Directors of the corporation who shall hold office for the first year of the corporation's existence or until a successor is elected and has qualified is:

<u>Name</u>	<u>Address</u>
Marc Schoen	100 Miracle Mile, Suite 225 Coral Gables, Florida 33134
Howard W. Gordon	201 Alhambra Circle, Suite 1200 Coral Gables, Florida 33134

ARTICLE VII

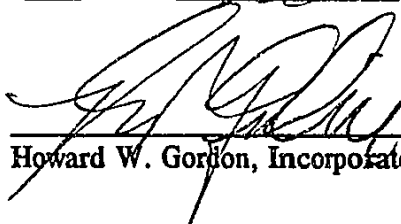
The name and street address of each incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Howard W. Gordon	201 Alhambra Circle, Suite 1200 Coral Gables, Florida 33134

ARTICLE VIII

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

EXECUTED at Miami, Florida, this 17 day of Dec, 1996.


Howard W. Gordon, Incorporator

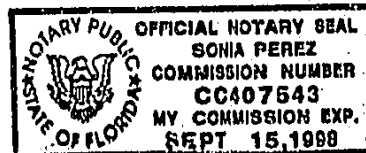
STATE OF FLORIDA)
):ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 17 day of December, 1996 by Howard W. Gordon, ☒ who is personally known to me or ☐ who has produced _____ as identification.


Notary Public, STATE OF FLORIDA

Print Name: Sonia Perez

My Commission Expires:



**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

FILED
96 DEC 20 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

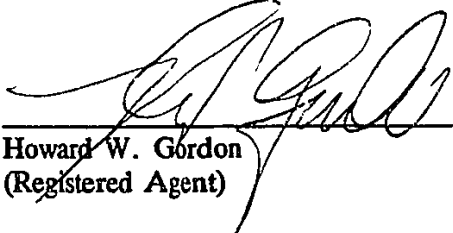
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

SOUTHEASTERN REGIONAL BENEFIT CORPORATION desiring to organize under the laws of the State of Florida, hereby designates Howard W. Gordon its registered agent and 201 Alhambra Circle, Suite 1200, Coral Gables, Florida 33134 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.


Howard W. Gordon
(Registered Agent)