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Requestor's Name

660 East Jefferson Street

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Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

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-12-26-96 01012-026  
\*\*\*\*\*20.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

NC Pension Services, Inc.

Profit Arts of Inc.

NonProfit

Limited Liability Co.

Foreign

Limited Partnership

Reinstatement

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nc 12/26/96

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF

NL Pension Services, Inc.

FILED  
96 OCT 27 11 03 AM '96

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: NL Pension Services, Inc.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: 201 S. Orange Avenue, Suite 1205, Orlando, Florida 32801

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 10,000 Shares Common Stock, \$1.00 par value

\*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

_____	_____
_____	_____
_____	_____

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
_____	_____	_____	_____
_____	_____	_____	_____

\*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

_____	_____
_____	_____
_____	_____

(\*Optional)

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INSOFAR AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

The shareholders shall have no preemptive rights

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE: NONE

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 201 S. Orange Avenue, Suite 1205, Orlando, FL 32801 AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS Nicholas J. Lamoriello.

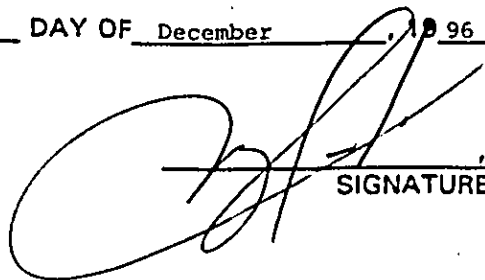
\*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS One (1), AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE: Nicholas J. Lamoriello, 201 S. Orange Avenue, Orlando, FL 32801

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Nicholas J. Lamoriello  
201 S. Orange Avenue  
Orlando, FL 32801

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 23rd DAY OF December, 1996.

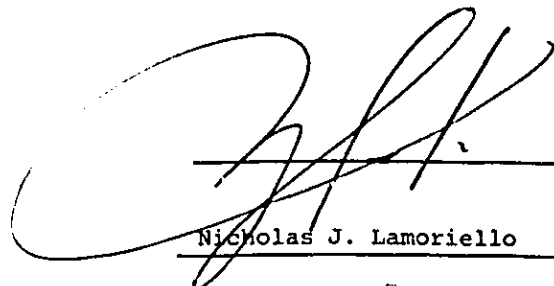
  
\_\_\_\_\_, Incorporator  
SIGNATURE/TITLE

\_\_\_\_\_  
SIGNATURE/TITLE

\_\_\_\_\_  
SIGNATURE/TITLE

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION  
607.0501 (3) F.S.: Nicholas J. Lamoriello IS FAMILIAR WITH AND  
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

DATED December 23, 1996.

  
\_\_\_\_\_  
Nicholas J. Lamoriello

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200002138142--9  
-04/09/97--01034 820  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CORPORATION(S) NAME

NC Pension Services, Inc.  
changing its name to  
American Pension Benefits, Inc.

FILED  
97 APR 9 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- Profit
- NonProfit
- Limited Liability Co.
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4/1/97

ARTICLES OF AMENDMENT  
OF  
NL PENSION SERVICES, INC.

BY VOTE OF THE BOARD OF DIRECTORS

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the Articles of Amendment.

FIRST: The Name of the Corporation is NL Pension Services, Inc.

SECOND: The Articles of Incorporation of this Corporation are amended by changing the Article Numbered "FIRST" so that, as amended, said Article shall read as follows:

"FIRST: The Corporate Name That Satisfies The Requirements of Section 607.0401 is: American Pension Benefits, Inc."

THIRD: A) The Amendment(s) provide(s) for (Choose all that apply): (An Exchange, Reclassification, or Cancellation) of issued shares.

NOT APPLICABLE

B) Provisions for implementing the Amendment(s), not contained in the Amendment(s) itself (themselves), are as follows:

NONE

FOURTH: The Amendment to the Articles of Incorporation of the Corporation set forth was adopted on the 31st day of December, 1996.

FIFTH: Prior to the issuance of Shares, the Amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 1st day of January, 1997.

NL PENSION SERVICES, INC.

By: 

Nicholas J. Lamoriello

NAME

Director

TITLE

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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-04/09/97 01094--000

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Changing its name to

American Pension Benefits, Inc.

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NL PENSION SERVICES, INC.

By: 

Nicholas J. Lamoriello  
NAME

Director  
TITLE

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91 MAR -9 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA