

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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FILING

Articles

1.) National Benefit Resources Administrators
(CORPORATE NAME & DOCUMENT #)

2.) _____
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SPECIAL INSTRUCTIONS

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DIVISION OF REGISTRATION

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ARTICLES OF INCORPORATION
OF
NATIONAL BENEFIT RESOURCES ADMINISTRATORS, INC.

ARTICLE I

The name of the Corporation is National Benefit Resources Administrators, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 90 Ponce de Leon, Brooksville, FL 34601.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares of common stock with no par value.

ARTICLE IV


The address of the initial registered office of the Corporation is 90 Ponce de Leon, Brooksville, Florida 34601, and the name of the Corporation's initial registered agent for service of process at such address is Gerald Baum.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
Gerald Baum, 90 Ponce de Leon, Brooksville, FL 34601.

IN WITNESS WHEREOF, I have hereunto set my hand this 14th day of

JANUARY, 1997.



Gerald Baum
90 Ponce de Leon, Brooksville, FL 34601

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

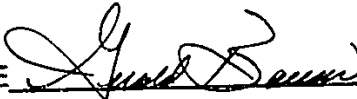
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: National Benefit Resources Administrators, INC.
2. The name of the registered agent and office is:

Gerald Baum
90 Ponce de Leon, Brooksville, Florida 34601

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



DATE

January 14, 1997

97 JAN 14 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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