Daniel J. Weinberg Certified Public Accountant MEMBER:

American Institute of CPA's New York State Society of CPA's Florida Institute of CPA's

January 21, 1997

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

300002067693 -01/24/97--01051--020 *****70.00 *****70.00

SUBJECT: R. DeBenedetto, P.A.

(Proposed corporate name)

To Whom It May Concern:

Enclosed please find original Articles of Incorporation together with one (1) copy along with a check in the amount of \$70.00 to cover the filing fees for the abovementioned corporation.

Please send acknowledgment receipt to:

Robert DeBenedetto R. DeBenedetto, P.A.

c/o DANIEL J. WEINBERG, CPA 1761 W. Hillsboro Blvd., Suite 205 Deerfield Beach, FL 33442

Very truly yours,

Daniel J. Weinberg Certified Public Accountant

DJW/elw

Note: Additional copy of articles is needed only when certified copy is requested.

ARTICLES OF INCORPORATION

DIVISION OF CORPORATIONS

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OF

R. DeBenedetto, P.A.

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

ARTICLE I - NAME

The name of the corporation shall be:

R. DeBenedetto, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Robert DeBenedetto 2418 N.W. 49th Terrace Coconut Creek, FL 33063

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE THOUSAND (1,000) SHARES AT TEN CENTS (\$.10) EACH

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Robert DeBenedetto, President 2418 N.W. 49th Terrace Coconut Creek, FL 33063

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation:

Robert DeBenedetto 2418 N.W. 49th Terrace Coconut Creek, FL 33063

The	undersigned	has(have)	executed	these	Articles	of	Incorporation	this
	21th	_ day of	January		, 1997	7 .		

Robert DeBenedetto

ARTICLE VI - PURPOSES

Business Purpose: To sell life, health and casualty insurance to businesses and for the general public.

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 in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

R. DeBenedetto, P.A.

The registered agent and office is:

Robert DeBenedetto 2418 N.W. 49th Terrace Coconut Creek, FL 33063

Robert DeBenedetto

Date

FILED
DIVISION OF CORPORATIONS

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

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 POSITIONS AS REGISTERED AGENT.

Robert DeBenedetto

Date