

January 28, 1997

997000010624

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32304

To whom may Concern:

RE: ARTICLES OF INCORPORATION for CAMELS BENEFITS GROUP, INC.

Please find enclosed the Articles of Incorporation for CAMELS BENEFITS GROUP, INC.

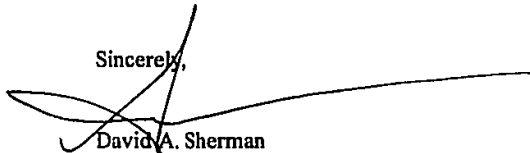
Also enclosed you will find a check for the amount of \$122.50 for the following:

Certificate of Incorporation  
Filing  
Copy of Certificate  
Registering of Agent

If there are any questions concerning this matter, please do not hesitate to call me. My number is 561-998-0999.

Thank you in advance.

Sincerely,

  
David A. Sherman

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TALLAHASSEE FLORIDA

CERTIFICATE OF INCORPORATION  
OF

CAMBELS BENEFITS GROUP, INC.

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the provisions of the Laws of the State of Florida, by and under the provisions of the Laws of said state, providing for the information, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation is:

CAMBELS BENEFITS GROUP, INC.

hereinafter referred to as the "Corporation"

ARTICLE II

The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully as to the same extent as natural persons might or could do, viz:

- a) To conduct and maintain an association which would include insurance, investments, stocks, bonds, real estate, and property of any and all kinds; and including the purchase, lease, rental and sale of any and all other items.
- b) To enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm, association and/or corporation.
- c) To engage in the exchange of currency of foreign countries and currency of the United States
- d) To purchase, and hold and re-issue the shares of its capital stock; and to subscribe to, purchase or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and obligations of the company and other companies.
- e) To do all of such acts or things as they are incident or conducive to the premises and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any if the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein names, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation.
- f) No recitation or declaration of special powers or purposes herein enumerated shall be deemed exclusive, but all lawful powers contained in the Laws of the State of Florida or in the future to be enacted hereby are included in and made a part hereof by reference.
- g) In general, to carry or any incidental business in connection with the foregoing, whether manufacturing, wholesaling or otherwise, and to have an exercise all the powers

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conferred by the Laws of the State of Florida upon corporations of this character.

### Article III

The capital stock of the corporation shall consist of :

a) One Hundred (100) Shares of no par value common stock. For incorporation purposes, each share of said stock shall have a nominal value set at Fifty Cents (\$.50) per share as consideration .

b) Said One Hundred (100) Shares of common stock shall have no par value. All shares are to be issued fully paid and non-assessable.

c) The capital stock of this corporation may be paid in lawful money of the United States, or in property, labor or service at a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said termination of just " Book Value" fixed by the Board of Directors is to be conclusive proof of said "Book Value".

d) All of the common stock is to have one vote per share in the control of the management of the corporation.

e) The holders of these shares of common stock are to have preemptive rights in the purchase of subsequent issues of capital stock.

f) In the event any shareholder shall be unable to attend a shareholders' meeting, the shareholder may vote his share or shares by proxy, one share representing one vote.

### ARTICLE IV

The amount paid in capital before beginning business shall be Five Hundred Dollars (\$500.00).

### ARTICLE V

The principal post office address of the place of business shall be :  
4470 N.W. 74th Ave., Lauderhill, Fl. 33319

The Board of Directors may from time to time move the principal office to any other address in Florida.

The number of Directors of the Corporation shall be one (1) or more.

### ARTICLE VI

The duration of existence of this corporation shall be perpetual.

### ARTICLE VII

The name and address of the member of the first Board of Directors are

DAVID A. SHERMAN, President, 4470 N.W. 74th Ave.,Lauderhill, Fl.33319

### ARTICLE VIII

The names and address of the subscriber to this Certificate of Incorporation, and

the number of shares of stock which each agrees to take are as follows:

100 SHARES-DAVID A. SHERMAN, 4470 N.W. 74th Ave.,  
Lauderhill, Fl. 33319

ARTICLE 1X

The street address of the initial Registered Agent is: DAVID A. SHERMAN  
President, of 4470 N.W. 74th Ave. Lauderdale, Fl. 33319 and the Registered office of the  
said Corporation shall be: 4470 N.W. 74th AVE., Lauderdale, Fl. 33319

ARTICLE X

The regulation of the business and the conduct of the affairs of the corporation,  
and the provisions creating and limiting the powers of the Corporation, the Directors and  
Stockholders, or any class of stockholders of the corporation, shall be controlled by the  
Bylaws which shall be adopted by the Stockholders of the corporation as soon as  
practicable after the corporation shall be formed, which said Bylaws may from time to  
time and whenever necessary be amended by the Board of Directors of the corporation.

IN WITNESS WHEREOF, the undersigned have made and signed this  
Certificate of Incorporation LAUDERHILL, BROWARD County, Florida, for the  
uses and purposes aforesaid.

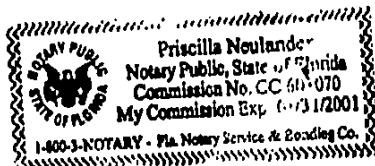
Signed in the presence of:


  
DAVID A. SHERMAN

I HEREBY ACCEPT THE DUTIES AND RESPONSIBILITY AS REGISTERED  
STATE OF FLORIDA :  
: SS.  
:

I hereby certify that on this 28<sup>th</sup> day of January,  
A.D. 1997, before me personally appeared to me DAVID A. SHERMAN, known to be  
the person described as subscriber in and who executed the foregoing Certificate of  
Incorporation, and acknowledged before me that they subscribed to the said Certificate  
of Incorporation freely and voluntarily for the purposes therein described.

IN WITNESS WHEREOF, I have hereunto set my official seal and hand at  
LAUDERHILL, COUNTY OF BROWARD, State of Florida this 28<sup>th</sup> day  
of January, A.D. 1997.



  
Notary Public, State of Florida at Large

My Commission expires: 1-31-01

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