

LAW OFFICES OF
WILBUR & ALLEN
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
112 WEST ADAMS STREET #1700
JACKSONVILLE, FLORIDA 32202-3895

JOHN H. WILBUR PA
DUDLEY D. ALLEN PA

TELEPHONE (904) 356-4211
FAX (904) 356-4214

PLEASE REPLY TO
POST OFFICE BOX 58
JACKSONVILLE, FLORIDA 32201

January 27,

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: **ATLANTIC BENEFIT CONSULTING, INC.**

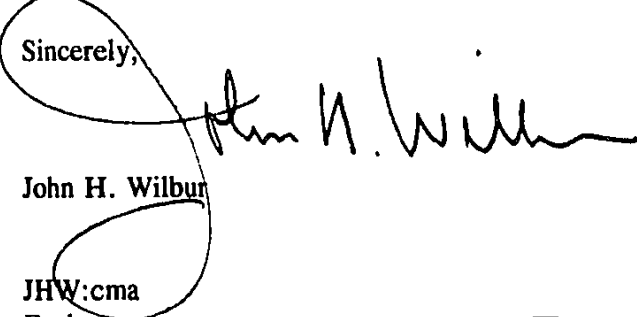
Gentlemen:

We are enclosing the following in connection with the above corporation:

1. Articles of Incorporation in duplicate.
2. Resident Agent Certificate.

We also enclose our check in the amount of \$70.00 in payment of the fees. We request that you process the documents for this corporation and return the Articles of Incorporation to us when they have been filed.

Sincerely,


John H. Wilbur

JHW:cma
Enclosures

cc: John H. Wilbur, Jr.
cc: Sean K. Taylor

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01/30/97-01/30/97
*****70.00 *****70.00

97 JAN 30 PM 4:41
FBI



ARTICLES OF INCORPORATION
OF
ATLANTIC BENEFIT CONSULTING, INC.

FILED
97 JAN 30 PM 4:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of the corporation is:

ATLANTIC BENEFIT CONSULTING, INC.

The principal office and mailing address of the corporation is 1300 Riverplace Boulevard, Suite 102, Jacksonville, Florida 32207. Its business shall be conducted in the United States and its possessions and in all foreign countries, wherever necessary or convenient. The principal office and mailing address is shown above.

ARTICLE II. BUSINESS

The general nature of the business or businesses to be transacted, conducted and carried on by this corporation shall be to engage in any activity or business permitted under the laws of Florida.

ARTICLE III. CAPITAL STOCK

The authorized capital stock of this corporation shall be Five Hundred (500) shares of common stock, each share having a par value of \$1.00.

ARTICLE IV. TERM

The term for which this corporation is formed is and shall be perpetual or until dissolved according to law.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is:

1300 Riverplace Boulevard, Suite 102
Jacksonville, Florida 32207

The name of the initial registered agent of this corporation at that address is:

JOHN H. WILBUR, JR.
1300 Riverplace Boulevard, Suite 102
Jacksonville, Florida 32207

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall not be less than two (2). The name and address of the initial director of this corporation is:

JOHN H. WILBUR, JR.
1300 Riverplace Boulevard, Suite 102
Jacksonville, Florida 32207

SEAN K. TAYLOR
1300 Riverplace Boulevard, Suite 102
Jacksonville, Florida 32207

ARTICLE VII. BY-LAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE VIII. RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

ARTICLE XI. SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XII.

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XIII. AMENDMENT

This corporation through its shareholders reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

ARTICLE XIV. INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
JOHN H. WILBUR, JR.	1300 Riverplace Boulevard, Suite 102 Jacksonville, Florida 32207
SEAN K. TAYLOR	1300 Riverplace Boulevard, Suite 102 Jacksonville, Florida 32207

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on this 62 day of December, 1996.



JOHN H. WILBUR, JR. (SEAL)

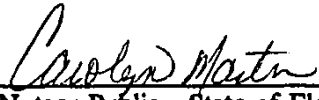


SEAN K. TAYLOR (SEAL)

STATE OF FLORIDA)
 :SS
COUNTY OF DUVAL)

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared JOHN H. WILBUR, JR., and SEAN K. TAYLOR, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 12th day of December, 1996.



Notary Public - State of Florida
at Large.

OFFICIAL SEAL
CAROLYN MARTIN
Notary Public, State of Florida
Duval County
My Commission Expires Sept. 19, 1998
Comm. # CC 408208

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

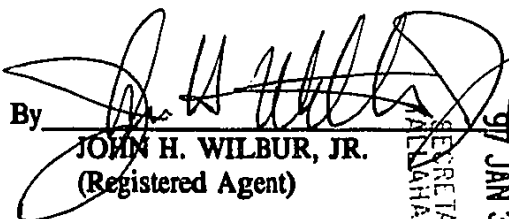
ATLANTIC BENEFIT CONSULTING, INC.

Pursuant to Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

First--That **ATLANTIC BENEFIT CONSULTING, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named **JOHN H. WILBUR, JR.**, located at 1300 Riverplace Boulevard, Suite 102, City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open this office.

By 
JOHN H. WILBUR, JR.
(Registered Agent)

FILED
97 JAN 30 PM 4:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA