

P97000029724

James E. Taufen
6339-1 Argyle Forest Boulevard
Jacksonville, Florida 32244

March 26, 1997

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

200002128832--7
-03/31/97--01133--015
*****78.75 *****78.75

SUBJECT: Benefits Sourcing, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75

From: James E. Taufen
6339-1 Argyle Forest Boulevard
Jacksonville, FL 32244

Phone: 904-281-0960

APR 2

FILED
97 MAR 31 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED

97 MAR 31 AM 9:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is: **Benefits Sourcing, Inc.**

**ARTICLE II
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Corporate Law of the State of Florida other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the State of Florida Corporations Code.

**ARTICLE III
REGISTERED OFFICE/AGENT**

The street address of the Corporation's initial registered office in the State of Florida is: 6339-1 Argyle Forest Boulevard, Jacksonville Florida 32244; and the name of its initial registered agent at such address is James E. Taufen.

**ARTICLE IV
AUTHORIZED CAPITAL STOCK**

The total number of shares of which the Corporation shall have the authority to issue are two hundred (200), and the par value of each share shall be one dollar (\$1.00).

**ARTICLE V
PROVISIONS**

The provisions for the regulations of the internal affairs of the Corporation shall be as set forth in the bylaws.

**ARTICLE VI
DURATION**

The duration of the Corporation shall be unlimited.

**ARTICLE VII
BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is Four.

The name and address of each person who is to serve as members of the initial Board of Directors of the Corporation are as follows:

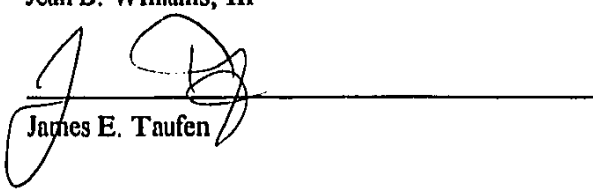
J. Douglas Sears	6339-1 Argyle Forest Boulevard, Jacksonville, Florida 32244
Charles B. Blanton, Jr.	4229 water Oak Lane, Jacksonville, Florida 32210
Jean B. Williams, III	4237 Robin Hood Road, Jacksonville, Florida 32210
James E. Taufen	601 Citrus Court, Ponte Vedra, Florida 32082

IN WITNESS THEREOF, the undersigned incorporators have executed these Articles of Incorporation on this, the twenty-first (21st) day of March, 1997.


J. Douglas Sears


Charles B. Blanton, Jr.


Jean B. Williams, III


James E. Taufen

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

97 MAR 31 AM 9:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Benefits Sourcing, Inc.
2. The name and address of the registered agent and office is:

James E. Taufen
6339-1 Argyle Forest Boulevard
Jacksonville, Florida 32244

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 am familiar with and accept the obligations of my position as registered agent.


James E. Taufen