

P97000039423



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 352258 82563A

AUTHORIZATION :

*Patricia Pajaro*

COST LIMIT : \$ 78.75

ORDER DATE : May 2, 1997

ORDER TIME : 10:32 AM

ORDER NO. : 352258-005

100002163601--3

CUSTOMER NO: 82563A

CUSTOMER: Gregory L. Gresham, Esq  
GREGORY L. GRESHAM, ESQ

918a Drew Street

Clearwater, FL 34615

DOMESTIC FILING

NAME: PRIME BENEFITS GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

     CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

RECEIVED  
TALLAHASSEE, FLORIDA

97 MAY -2 PM 1:26

DIVISION OF CORPORATION

97 MAY -2 PM 12:12

RECEIVED

MAY -2 1997

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ARTICLES OF INCORPORATION  
OF  
PRIME BENEFITS GROUP, INC.

FILED  
971017-2 PM 1:26  
TALLAHASSEE, FLORIDA

ARTICLE I

**NAME:** The name of this corporation is

PRIME BENEFITS GROUP, INC.

ARTICLE II

**DURATION:** This corporation shall have perpetual duration.

ARTICLE III

**PURPOSE:** This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

**CAPITAL STOCK:** This corporation is authorized to issue 10,000 shares of one class of shares at a value of \$1.00 per share, which shall be designated as "Common Shares."

ARTICLE V

**PREEMPTIVE RIGHTS:** Every shareholder, upon the issue or sale of any new shares of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VI

**CORPORATION PRINCIPAL OFFICE:** The principal office address and the mailing address of this corporation are:

4918 Oakshire Drive, Suite A  
Tampa, FL 33625

## ARTICLE VII

**INITIAL REGISTERED AGENT AND OFFICE:** The name of the initial registered agent and the street address of the initial registered office of this corporation are:

Gregory L. Gresham  
918A Drew Street  
Clearwater, FL 34615

## ARTICLE VIII

**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 never be less than one (1). The name and address of the initial directors of this corporation are:

Director Name	Address
Mark LaRosa	4918 Oakshire Drive, Suite A Tampa, FL 33625
Jeffrey G. Lane	13535 Feather Sound Dr., Suite 405 Clearwater, FL 34622

## ARTICLE IX

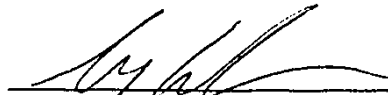
**INCORPORATOR:** The name and address of the persons signing these Articles is:

Gregory L. Gresham  
918A Drew Street  
Clearwater, FL 34615

## ARTICLE X

**BYLAWS:** The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders. The Board of Directors shall not have the power to alter, amend or repeal any bylaw adopted by the shareholders, if the shareholders shall so designate in adopting, altering or amending a Bylaw.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of May.

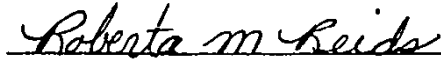
  
\_\_\_\_\_  
Gregory L. Gresham

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

The foregoing instrument was acknowledged before me this 1st day of May, 1997, by Gregory L. Gresham who personally appeared before me at the time of notarization, and who is personally known to me has and who did take an oath.



**NOTARY PUBLIC - STATE OF FLORIDA**

Sign:   
Print: Roberta M. Reids  
Address: 918A Drew Street  
Clearwater, FL 34615

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

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

That PRIME BENEFITS GROUP, INC., desiring to organize under the laws of the State of Florida, with its principal office at 4918 Oakshire Drive, Suite A, Tampa, FL 33625 has named GREGORY L. GRESHAM, located at 918A Drew Street, Clearwater, FL 34615, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

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

  
\_\_\_\_\_  
GREGORY L. GRESHAM, Registered Agent

FILED  
MAY 2 2011  
CLERK OF COURT  
FLORIDA