

**297000044574**

*Daniel J. Weinberg, P.A.*  
Daniel J. Weinberg  
Certified Public Accountant

MEMBER:

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

May 13, 1997

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

SUBJECT: T & D Benefits, Inc.  
(Proposed corporate name)

100002181391--9  
-05/16/97--01071--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

To Whom It May Concern:

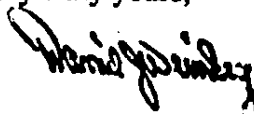
Enclosed please find original Articles of Incorporation together with one (1) copy along with a check in the amount of \$70.00 to cover the filing fees for the abovementioned corporation.

Please send acknowledgment receipt to:

Thomas Davis  
T & D Benefits, Inc.

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

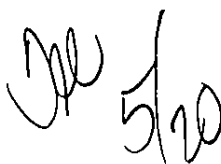
Very truly yours,



Daniel J. Weinberg  
Certified Public Accountant

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 16 PM 12:37

DJW/elw  
:articles.tjm:




Consent to obtain ASSISTANCE in the preparation  
of Articles of Incorporation for  
T & D Benefits, Inc.

BE IT KNOWN, that the office of DANIEL J. WEINBERG, CPA has provided assistance to the undersigned in filing Articles of Incorporation with Florida Department of State, Division of Corporations.

Each Corporation is a separate entity and as such has specific goals, needs and requirements. It is therefore recommended by this office that corporate documents be reviewed by your legal counsel. We have provided assistance only in filing your Articles of Incorporation, providing a tax and accounting service and do not attempt to render any legal advice.

If there is more than one unrelated shareholder, it is strongly recommended that legal counsel be retained to prepare a shareholder's agreement, a buy/sell agreement and other agreements which clearly address potential conflicts between shareholder's clarifying how such conflicts will be legally resolved.

THE PROFESSIONAL ADVICE OF YOUR LEGAL COUNSEL TO ASCERTAIN EXACT COMPLIANCE WITH ALL STATUTORY REQUIREMENTS IS STRONGLY RECOMMENDED. I(WE), THE UNDERSIGNED INCORPORATOR(S), HEREBY CLEARLY UNDERSTAND THAT THE OFFICE OF DANIEL J. WEINBERG, CPA IS ONLY PROVIDING ASSISTANCE IN FILING ARTICLES OF INCORPORATION FOR **T & D Benefits, Inc.** WITH THE FLORIDA DEPARTMENT OF STATE, DIVISION OF CORPORATIONS, AND THE OFFICE OF DANIEL J. WEINBERG HAS CLEARLY RECOMMENDED TO ME (US) TO SEEK PROFESSIONAL ADVICE FROM LEGAL COUNSEL TO ENSURE THAT ALL LEGAL MATTERS ARE PROPERLY ADDRESSED.

X   
Thomas Davis

5/13/97  
Date

*Articles of Incorporation*  
*of*

**T & D Benefits, Inc.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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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:

T & D Benefits, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

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

245 N. Country Club Drive  
Atlantis, FL 33462

**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:

Thomas Davis  
245 N. Country Club Drive  
Atlantis, FL 33462

**ARTICLE V - INCORPORATOR(S)**

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

Thomas Davis  
245 N. Country Club Drive  
Atlantis, FL 33462

**THE UNDERSIGNED**, has(have) executed these Articles of Incorporation this

13th day of May, 1997.



Thomas Davis

**ARTICLE VI - PURPOSES**

Business Purpose: Insurance sales to businesses and to 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.

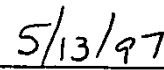
1. The name of the Corporation is:

T & D Benefits, Inc.

The registered agent and office is:

Thomas Davis  
245 N. Country Club Drive  
Atlantis, FL 33462

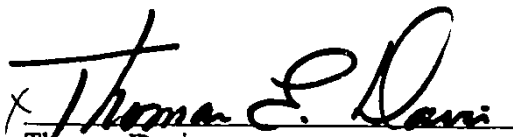
  
\_\_\_\_\_  
Thomas Davis

  
\_\_\_\_\_  
Date

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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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.

  
Thomas Davis

5/13/97  
Date