

# P97000045199

## JONES, FOSTER, JOHNSTON & STUBBS, P.A.

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JOHN S. TRIMMER  
H. ADAMS WEAVER  
LISA S. ZEHRIK

HENRY P. LUBENTHAL  
1902-1982  
Harry Allison Johnston  
1895-1983  
R. Bruce Jones  
1904-1988  
Paul C. Wolfe  
1933-1991

Retired  
William A. Foster

Of Counsel  
Jack A. Plisco

May 1, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32301

**EFFECTIVE DATE**  
5-14-97

000002164290--5  
-05/02/97--01129--004  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Re: THE BENEFIT CONSULTING GROUP, INC.

Enclosed are the original and a copy of the Articles of Incorporation of the captioned proposed corporation. Please file the original and return the copy certified.

A check in the amount of \$122.50 is enclosed to cover the \$35.00 filing fee, the \$35.00 Registered Agent fee, and the \$52.50 fee for the certified copy.

Please note that Article XI of the Articles of Incorporation provides that this corporation shall commence its corporate existence upon the date of execution of the Articles.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By   
Thornton M. Henry

Enclosures

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FILED  
97 MAY 12 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mc 5/21/97

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Jack A. Plisco

May 14, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32301

Gentlemen:

Re: (THE BENEFIT CONSULTING GROUP, INC.) BENEFIT MANAGEMENT GROUP, INC.

In accordance with your Letter Number 497A00023750, a copy of which is enclosed, enclosed are the original and a copy of the Articles of Incorporation of the captioned proposed corporation using the new name of Benefit Management Group, Inc. Please file the original and return the copy certified.

A check in the amount of \$122.50 is being held by you from our original filing to cover the \$35.00 filing fee, the \$35.00 Registered Agent fee, and the \$52.50 fee for the certified copy.

Please note that Article XI of the Articles of Incorporation provides that this corporation shall commence its corporate existence upon the date of execution of the Articles.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By

  
Thornton M. Henry

Enclosures

NAUSERSATTYTMINEVELYNIDEPTCORP.003



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 6, 1997

THORNTON M. HENRY  
JONES, FOSTER, JOHNSTON & STUBBS, P.A.  
P.O. BOX 3475  
WEST PALM BEACH, FL 33402-3475

SUBJECT: THE BENEFIT CONSULTING GROUP, INC.  
Ref. Number: W97000010362

We have received your document for THE BENEFIT CONSULTING GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neysa Culligan  
Document Specialist

Letter Number: 497A00023750

**ARTICLES OF INCORPORATION**  
**OF**  
**BENEFIT MANAGEMENT GROUP, INC.**

**EFFECTIVE DATE**  
5-14-97

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I**

**Name**

The name of this corporation shall be Benefit Management Group, Inc.

**FILED**  
**97 MAY 12 PM 1:54**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE II**

**Purpose**

This corporation is organized for the purpose of consulting in the insurance industry and for the purpose of transacting any or all lawful business.

**ARTICLE III**

**Capital Stock**

The capital stock of this corporation shall consist of 10,000 shares of common stock of \$1.00 par value, fully paid and non-assessable.

#### ARTICLE IV

##### Principal Office and Mailing Address

The Principal Office and the Mailing Address of this corporation is 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401.

#### ARTICLE V

##### Registered Agent/Registered Office

The initial Registered Agent of this corporation is Thornton M. Henry, located at the Registered Office of the corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401.

#### ARTICLE VI

##### Initial Board of Directors

This corporation shall initially have at least one (1) Director. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director(s) shall be included in the By-Laws.

## ARTICLE VII

### Special Provisions

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the By-Laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, a Secretary and a Treasurer of this corporation, and such vice-presidents and assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the By-Laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe in the By-Laws a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

## ARTICLE VIII

### Officers

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be provided for in the By-Laws.

## ARTICLE IX

### Incorporator

The name and address of the incorporator is:

Thornton M. Henry  
505 South Flagler Drive, Suite 1100  
West Palm Beach, Florida 33401

## ARTICLE X

### Amendment

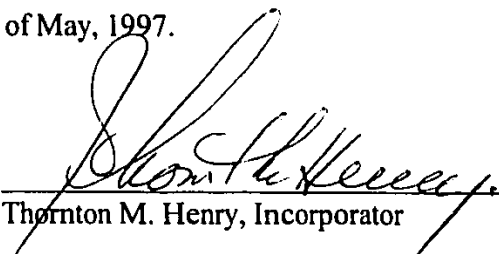
This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE XI

Commencement

The corporation shall commence its existence upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14 day of May, 1997.

  
Thornton M. Henry, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Thornton M. Henry, who is personally known to me or who has produced a driver's license as identification, this 14 day of May, 1997.

(NOTARY SEAL)



SUSAN SMALL  
MY COMMISSION # CC483531 EXPIRES  
September 12, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

  
Notary Public

Print Name: SUSAN SMALL

Commission No.: \_\_\_\_\_

My commission expires: \_\_\_\_\_

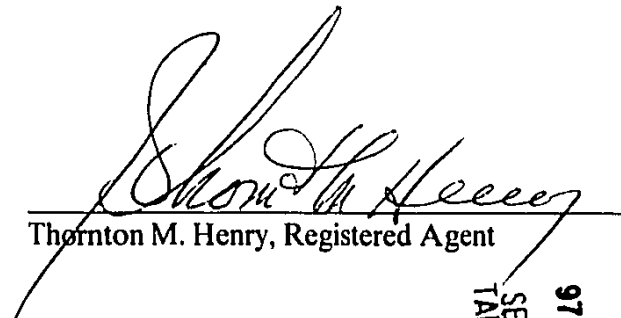
CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted  
in compliance with said Act:

That Benefit Management Group, Inc., desiring to organize under the laws of  
the State of Florida, has named Thornton M. Henry, located at the Registered Office of the  
corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401, as its  
Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated  
corporation at the place designated in this Certificate, I hereby agree to act in this capacity,  
and I further agree to comply with the provisions of all statutes relative to the proper and  
complete performance of my duties.

  
Thornton M. Henry, Registered Agent

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FILED  
97 MAY 12 PM 1:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA