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Stan L. Riskin, P.A.

499 N.W. 70TH AVENUE, SUITE 101

P.O. BOX 17914

PLANTATION, FLORIDA 33317

(954) 587-4668

FAX (954) 587-0205

July 14, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: American Benefit Consultants, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation and check in the amount of \$122.50.

Very truly yours,

Florence L. Koplo

Florence L. Koplo, CLA
Certified Legal Assistant

/flk/
Enclosures

FILED
97 JUL 18 AM 8:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

EFFECTIVE DATE
8-1-97

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JUL 21 1997 BSB

ARTICLES OF INCORPORATION
OF
AMERICAN BENEFIT CONSULTANTS, INC.

FILED

97 JUL 18 AM 8:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Corporate Name

EFFECTIVE DATE
8-1-97

The name of this Corporation is:

AMERICAN BENEFIT CONSULTANTS, INC.

ARTICLE II
Principal Office

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

12766 N. W. 16 Court
Coral Springs, Florida 33071

ARTICLE III
Capital Stock

This Corporation is authorized to issue a maximum of FIVE HUNDRED (500) Shares of Stock. The Shares of Stock authorized shall be common stock having a par value of ONE AND 00/100 (\$1.00) DOLLAR per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV
Initial Registered Agent and Initial Registered Office

The Corporation's initial registered agent and registered office in the State of Florida shall be STAN L. RISKIN, ESQ., Law Offices of STAN L. RISKIN, P.A., 499 Northwest 70 Avenue, Suite 101C, Plantation, Florida 33317.

ARTICLE V
Incorporator

The name and post office address of each Incorporator executed these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
MONICA K. ALMAS	12766 N. W. 16 Court Coral Springs, FL 33071

ARTICLE VI
Amendments

This Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE VII
Commencement Date

Corporate existence will commence on August 1, 1997.

The undersigned Incorporator for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

Dated and Signed on July 10, 1997.



MONICA K. ALMAS

FILED

97 JUL 18 AM 8:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for
AMERICAN BENEFIT CONSULTANTS, INC. 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 position as
Registered Agent.



STAN L. RISKIN
Registered Agent