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FILED

97 SEP -8 PM 3:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 4, 1997

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

900002287259-31

RE: Incorporation of
Miami Benefits Group, INC.

900002287259-3
-09/08/97-01119-015
****122.50 ****122.50

Dear Sirs:

Please find enclosed Certificate of Incorporation and Designation of Resident Agent and Acceptance as well as my check in the amount of \$122.50, payable to the Secretary of State, being incorporation fee, all in connection with the above referred corporation.

Kindly file the Certificate of Incorporation sending me a certified copy thereof as well as the corporate charter on issuance.

Thanking you, I am,

Sincerely yours,

Philip Medvin
PHILIP MEDVIN

PM:id
Encls. (as indicated)

97-20925
PK
9/11/97

CERTIFICATE OF INCORPORATION

FILED

OF

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MIAMI BENEFITS GROUP, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED does hereby associate himself and his successors and assigns together for the purpose of becoming incorporated under the laws of the State of Florida, and forming a corporation with the following proposed Charter.

ARTICLE ONE

The name of this Corporation shall be :

MIAMI BENEFITS GROUP, INC.

having its principal place of business at: 13201 S.W. 52nd Terrace,
Miami, Florida 33175.

ARTICLE TWO

The general nature of this corporation is such that it shall engage in activities of the following nature: To manage and effect the planning and sales of Health Insurance, Life Insurance and Variable Annuities Insurance and to further act as consultant and provide professional advice and consultation as an agent of Insurance carriers and providers; to arrange for, provide, place, and sell unto insitutions and indivuals all manner and types of insurance coverage and protection, for home, office, buildings, automotive, life, health care coverage and all lines of insurance coverage, etc., maintaining appropriate business ties with underlying Insurance Underwriters and Companies; and to engage in all other activities and businesses, complimentary to the main business of this corporation.

ARTICLE THREE

The capital of this corporation shall consist of 100 shares of no par value common stock, which stock shall be non-assessable and the whole or any part of said capital stock may be paid for in cash or may be issued by the Board of Directors for property, labor or services at a valuation to be fixed by the Board of Directors at a meeting to be called for such purpose.

ARTICLE FOUR

The corporation will begin business with capital of not less than ONE THOUSAND (\$1,000.00) Dollars.

ARTICLE FIVE

This corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

ARTICLE SIX

The principal place for the transaction of the business shall be at: 13201 S.W. 52nd Terrace, Miami, FL 33165.

ARTICLE SEVEN

The corporation shall initially have a Board of Directors of one (1) director, which can be increased to not more than six (6) Directors. The number of Directors for each year may be determined by the stockholders at their annual meeting, or may be fixed by the by-laws.

ARTICLE EIGHT

The officers by whom the business of said corporation shall be conducted by a President, who shall be a Director, one or more Vice Presidents, a Secretary and Treasurer, and Assistant Secretaries

and Assistant Treasurers, and such other officers, agents, and factors as may be chosen in such a manner, hold their offices for such terms and have powers and duties as may be prescribed by the by-laws or determined by the Board of Directors. All such offices may be held by a single person, should the Board of Directors so direct at any meeting and election. The names and post office addresses of the officers and first Board of Directors, who shall conduct the business of the corporation until their successors are elected at the first meeting and shall be qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Roselillian Castro	13201 S.W. 52nd Terr. Miami, Florida 33175	President/Secretary/ Treasurer and Director

ARTICLE NINE

The names and post office addresses of each subscriber to these Articles of Incorporation with the amount of stock agreed to be taken by each, are as follows:

<u>NAME</u>	<u>ADDRESSES</u>	<u>NO. OF SHARES</u>	<u>VALUE</u>
Roselillian Castro	13201 S.W. 52nd Terr. Miami, Florida 33175	100	\$1,000.00

ARTICLE TEN

The Directors and Officers shall be elected by the stockholders at their annual meeting, which will be held at the principal office of the corporation, or at such other place as may be provided by the by-laws or may otherwise be agreed upon; and the annual Directors' meeting shall be held immediately after the adjournment of the annual stockholders' meeting.

ARTICLE ELEVEN

There shall be no limitation of indebtedness or liability to which said corporation can at any time subject itself.

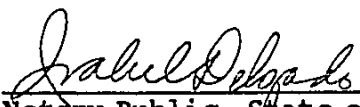
IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal at Coral Gables, Dade County, State of Florida, this 4 day of September, 1997.


ROSELILLIAN CASTRO

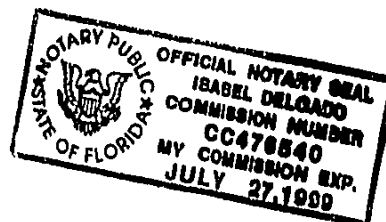
STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements under the laws of the State of Florida, ROSELILLIAN CASTRO, to me well kown to be the person described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me, that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Coral Gables, County of Dade, State of Florida, this 4 of September, 1997.


Notary Public, State of Florida

My Commission Expires:



DESIGNATION OF REGISTERED AGENT
OF

MIAMI BENEFITS GROUP, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The main office and principal place of business of this corporation is:

13201 S.W. 52nd Terrace
Miami, FL 33175

2. The registered office of this corporation is:

2801 Ponce de Leon Blvd.
Suite 370
Coral Gables, FL 33134

3. The Registered Agent of this corporation upon whom service of process may be had is:

PHILIP MEDVIN, ESQ.
2801 Ponce de Leon Blvd.
Suite 370
Coral Gables, FL 33134

MIAMI BENEFITS GROUP.


ROSELILLIAN CASTRO, President

ACCEPTANCE OF DESIGNATION
AS RESIDENT AGENT FOR SERVICE OF PROCESS


THE UNDERSIGNED AGENT designated by the MIAMI BENEFITS GROUP, INC. to accept process of Service on its behalf does hereby accept such appointment as Registered Agent pursuant to F.S. 607.037 and states that he is familiar with, and accepts the obligations provided for in F.S. 607.325.


PHILIP MEDVIN, Registered Agent

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME the undersigned authority this 4th day of September, 1997, appeared ROSELILLIAN CASTRO, President of MIAMI BENEFITS GROUP and PHILIP MEDVIN, ESQ., Registered Agent, who upon being sworn stated taht they executed the foregoing Designation of Resident Agent and Acceptance of Designation as Resident Agent of said corporation, for the purposes therein expressed.

My Commission Expires:


NOTARY PUBLIC, State of Florida

