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Landen R. Blair

Post Office Box 56315
Jacksonville, Florida 32241

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November 4, 1997

Secretary of State
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Incorporation of Pro Benefits, Inc.

Dear Sir or Madam:

Enclosed are the completed Articles of Incorporation of Pro Benefits, Inc. In addition, I have enclosed a check for \$122.50 to cover the various fees.

If there are any questions, please contact me.

Sincerely yours,



Landen R. Blair
President

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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on each page as had
title as one word.
per. B.R.
J.M.

Probenefits Art of Incorp Ltr.

TM-11/7/97

**ARTICLES OF INCORPORATION
OF
*PRO BENEFITS, INC.***

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I. NAME

The name of the corporation is:

Pro Benefits, Inc.

Its business shall be conducted in the United States and its possessions and in all foreign countries, wherever necessary or convenient.

ARTICLE II. BUSINESS

The General nature of the business or businesses to be trans-acted, conducted and carried on by this corporation shall be to engage in any activity or business permitted under the laws of Florida.

ARTICLE III. CAPITAL STOCK

The authorized capital stock of this corporation shall be five hundred (500) shares of common stock, each share having a par value of \$1.00.

ARTICLE IV. TERM

The term for which this corporation is formed is and shall be perpetual or until dissolved according to law.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is:

4206 Baymeadows Road
Jacksonville, FL 32217

The name of the initial registered agent of this corporation at that address is:

Landen R. Blair

The principal office and the mailing address of this corporation is:

4206 Baymeadows Road
Jacksonville, FL 32217

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) 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 names and addresses of the initial directors of this corporation are:

<i>NAME</i>	<i>STREET ADDRESS</i>
Landen R. Blair	4206 Baymeadows Road Jacksonville, Florida 32217
Landen E. Blair	9536 Princeton Square Blvd. Apt #2008 Jacksonville, FL 32256
Theresa Marie Blair	9765 Southbrook Drive Apt #2002 Jacksonville, FL 32256

ARTICLE VII. INCORPORATOR

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

<i>NAME</i>	<i>STREET ADDRESS</i>
Landen R. Blair	4206 Baymeadows Road Jacksonville, Florida 32217

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal of this 4th day of November, 1997.

Landen R. Blair
Landen R. Blair

(SEAL)

STATE OF FLORIDA)
 : SS
COUNTY OF DUVAL)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Landen R. Blair, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid.

Date: November 4, 1997

Tina Callahan

Notary Public State of Florida



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.**

Pursuant to Chapter 607.034, Florida Statutes, the following is submitted, in compliance
with said Act:

First--That **Pro Benefits, Inc.** desiring

to organize under the laws of the State of Florida with its principal office, as indicated in the Articles
of Incorporation at 4206 Baymeadows Road, city of Jacksonville, County of Duval, State of Florida,
has named Landen R. Blair located at 4206 Baymeadows, City of Jacksonville, County of Duval,
State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By Landen R. Blair
Landen R. Blair, Register Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA