

P97000098148

TRANSMITTAL LETTER

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

BENEFIT
SUBJECT: Advanced Business Solutions of Florida, Inc.
(Proposed corporate name - must include suffix)

700002348807--8
-11/17/97--01089--002
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Mark G. Thiele

Name (Printed or typed)

2513 Dogwood Court

Address

Clearwater, Florida 33761-3816

City, State & Zip

(813) 725-4072

Daytime Telephone number

FILED
97 NOV 17 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

me 11/18/97

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97 NOV 17 PM 12:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

Advanced Benefit Solutions of Florida, Inc.

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation is Advanced Benefit Solutions of Florida, Inc.

ARTICLE II - Nature of Business

To the same extent as natural persons might or could do, the Corporation shall have the power:

A. To carry on any lawful business whatsoever which the Corporation may deem proper or convenient, or which may be intended directly or indirectly to promote the interests of the Corporation or to enhance the value of its property.

B. To do all things contemplated by, and to have all powers set forth in, Chapter 607.011, Florida Statutes, 1983, and as amended thereafter.

ARTICLE III - Capital Stock

The aggregate number of shares of stock that this Corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares of common stock. Such shares shall be of a single class, and shall have a par value of ONE DOLLAR (1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be either for services of value rendered to the Corporation or cash.

ARTICLE IV - Duration of Existence

This Corporation is to have perpetual existence.

ARTICLE V - Resident Agent and Address

The street address of the initial registered office of the Corporation in the State of Florida and principal place of business shall be 26344 US Highway 19 North, Clearwater, Florida, 33761-4505 and the name of its initial Registered Agent at such address is Mark G. Thiele. The corporation may have and establish offices, conduct business and promote its objectives within any part of the State of Florida, or in any state, District of Columbia, and territories and colonies of the United States and in foreign countries, as the Directors may designate.

ARTICLE VI - Directors

The management and control of the Corporation shall be vested in a Board of Directors of not less than One (1) Director. The number of Directors may be increased or decreased from time to time by Amendment to the Article of Incorporation. Attendance by a majority of the Directors present at any meeting shall constitute a quorum. A majority of those Directors present at any meeting must vote in favor of any motion, resolution or action taken in order that same become effective and be the act and deed of the Corporation. The Board of Directors shall be elected by the holders of Common Stock of the Corporation.

The name and street address of the initial members of the Board of Directors is as follows:

Mark G. Thiele	2513 Dogwood Ct., Clearwater, FL 33761-3816
Eulalia S. Thiele	2513 Dogwood Ct., Clearwater, FL 33761-3816
Timothy J. Bourdeau	1441 Loman Ct., Palm Harbor, FL 34683
Kimberly A. Bourdeau	1441 Loman Ct., Palm Harbor, FL 34683

ARTICLE VII - Seal

The seal of the Corporation shall be a circular impression with the name Advanced Benefit Solutions of Florida, Inc. around the border and the words "Florida Seal 1997" in the center.

ARTICLE VIII - Officers

The name of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are as follows:

President	Mark G. Thiele
Vice President	Timothy J. Bourdeau
Secretary/Treasurer	Eulalia S. Thiele

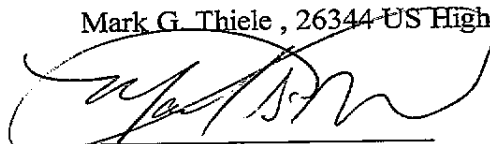
ARTICLE IX - Amendment

These Articles of Incorporation may be amended in the manner provided by the Florida Statutes in effect at the time the Amendment is enacted. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intentions that a certain Amendment of these Articles of Incorporation be made.

ARTICLE X - Incorporator

The name and street address of the Incorporator of this Corporation are as follows:

Mark G. Thiele, 26344 US Highway 19 N., Clearwater, FL 33761-4505


Signature/Incorporator

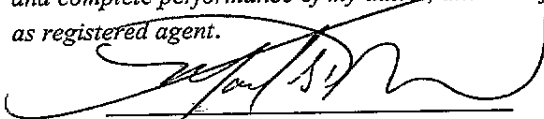
November 12, 1997
Date

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

97 NOV 17 PM 12:03

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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 position as registered agent.


Signature/Registered Agent

November 12, 1997
Date