

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Pension Benefit
Services Corporation

EFFECTIVE DATE

02-01-98

JM 1-16-98

Signature _____

Requested by: *DA*

Name _____

Date *1/16*

Time *12:48*

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

FILED

98 JAN 16 PM 1:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

98 JAN 16 PM 1:13

DIVISION OF CORPORATION

FILED
98 JAN 16 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PENSION BENEFIT SERVICES CORPORATION

The undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

EFFECTIVE DATE

02-01-98

ARTICLE I

The name of this Corporation shall be Pension Benefit Services Corporation.

ARTICLE II

This Corporation shall have the authority to engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

This Corporation is authorized to issue 100 shares of common stock, \$.01 par value.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE IV

The initial registered agent of this Corporation is Howard F. Scott and the principal address and registered office address of this Corporation is 10800 Biscayne Boulevard, Ste. 870, Miami, Florida 33161.

ARTICLE V

This Corporation shall have 1 Director initially. The number of directors may be increased or decreased from time to time by a vote of a majority of the Shareholders, but shall never be less than one.

The name and address of each initial director is:

Howard F. Scott
10800 Biscayne Boulevard, Ste. 870
Miami, Florida 33161

ARTICLE VI

This Corporation is to exist perpetually unless sooner dissolved according to law. The Corporation shall be effective as of February 1, 1998.

ARTICLE VII

The name and street address of the incorporator is Howard F. Scott, 10800 Biscayne Boulevard, Ste. 870, Miami, Florida 33161.

ARTICLE VIII

1. The Board of Directors shall adopt the initial bylaws of this Corporation. The bylaws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any bylaw adopted by the Directors. The Directors may not alter, amend or repeal any bylaw adopted by the Shareholders, nor may the Directors adopt bylaws that would be in conflict with the bylaws adopted by the Shareholders.

2. Any incorporator or Shareholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

3. Each Director and Officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a Director or Officer of the Corporation, said costs and expenses to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of costs of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such Officer or Director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit to the heirs, executors and administrators of any such Director or Officer.

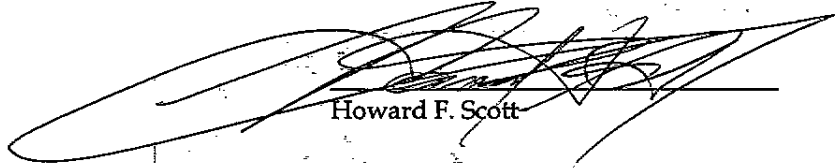
4. A Director or Officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any Director or Officer or any firm of which any Director or Officer is a member or any Corporation of which any Director or Officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved by either: (a) a vote of a majority of the Board of Directors having no interest in such contract or transaction; or (b) the written consent or vote by the holders of a majority of the outstanding shares of the stock in the Corporation entitled to vote. A Director interested in the contract or transaction that is present may participate in the meeting and may be counted for quorum purposes. Additionally, no Director or Officer shall be liable to account to the Corporation for any profits realized by, from, or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by laws.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' Meeting by a majority of the Shareholders entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

THE UNDERSIGNED hereby declares and certifies that the facts herein stated are true and accordingly the undersigned has, this 5th day of January 1998 executed these Articles of Incorporation.

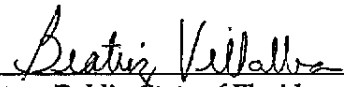

Howard F. Scott

STATE OF FLORIDA }
 } SS
COUNTY OF DADE }

I HEREBY CERTIFY that the forgoing instrument was acknowledged before me this 5th day of January, 1998 by Howard F. Scott, X who is personally known to me or _____ who has produced _____ as identification.

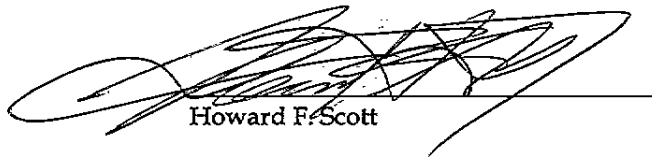


BEATRIZ VILLALBA
COMMISSION # CC 518593
EXPIRES DEC 17, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public, State of Florida

Print name: Beatriz Villalba

IN WITNESS WHEREOF, I, the undersigned, being the original registered agent for the Corporation hereinabove named, do hereby accept the appointment as registered agent for said Corporation and hereunto set my hand and/or seal this 5th day of January, 1998.


Howard F. Scott

STATE OF FLORIDA }
 } SS
COUNTY OF DADE }

I HEREBY CERTIFY that the forgoing instrument was acknowledged before me this 5th day of January, 1998 by Howard F. Scott, X who is personally known to me or who has produced as identification.



Beatriz Villalba
Notary Public, State of Florida
Print name: Beatriz Villalba

FILED
98 JAN 16 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
02-01-98