

2/18/98

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255
FAX #: (305)541-3770

NAME: NATIONAL VOLUNTARY BENEFITS GROUP, INC.

AUDIT NUMBER.....H98000003271

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

98 FEB 18 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NATIONAL VOLUNTARY BENEFITS GROUP, INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

- FIRST:** The name of the Corporation is: NATIONAL VOLUNTARY BENEFITS GROUP, INC.
- SECOND:** The period of its duration is perpetual.
- THIRD:** The purpose or purposes for which the corporation is organized are:
To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.
- FOURTH:** The aggregate number of shares which the corporation shall have authority to issue is:
One Thousand Shares (1,000) at \$1.00 par value.
- FIFTH:** The street address of the initial registered and principal office of the Corporation shall be:
811 NW 1ST AVENUE, DELRAY BEACH, FL 33444
and the name of its initial Registered Agent at such address is:
KENNETH LORR

H98000003271

Prepared by: CHRISTINE JACOBSEN
SOUTHEAST ACCOUNTING & TAX SERVICES, INC.
6418 N.W. 5 Way, Ft. Lauderdale, FL 33309

654-401-5727
P.02/03

EMPIRE CORPORATE KIT

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SIXTH: The number of Directors constituting the initial Board of Directors of the Corporation is 1, and the name and address of the person who is to serve as Director until the first annual meeting of Shareholders or until their successors are elected and shall qualify

KENNETH ORR

The name and address of each incorporator is:

KENNETH ORR
811 NW 1ST AVENUE, DELRAY BEACH, FL 33444

Dated: FEBRUARY 10, 1997

Kenneth R. Orr

State of Florida:
 County of Broward:

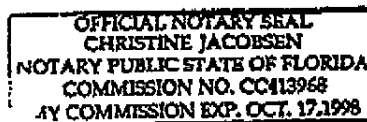
The foregoing instrument was acknowledged before me this 10 day of FEBRUARY, 1998
 by CHRISTINE JACOBSEN.

Christine Jacobsen
 Notary Public

Personally Known X OR Produced Identification _____

Type of Identification Produced _____, Kenneth R. Orr

_____, having been designated to act as Registered Agent hereby agrees to act in this capacity.



Kenneth R. Orr

Prepared by: CHRISTINE JACOBSEN
 SOUTHEAST ACCOUNTING & TAX SERVICES, INC.
 6418 N.W. 5 Way, Ft. Lauderdale, FL 33309
 954-491-5727

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