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LAW OFFICES  
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A PROFESSIONAL ASSOCIATION

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BOARD CERTIFIED CIVIL  
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February 14, 1998

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-02/20/98--01027--020  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Attn: Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Compensation Benefits, Inc.

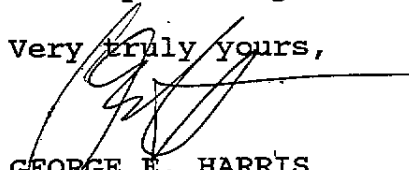
Dear Madam/Sir:

Enclosed herewith for filing are the Articles of Incorporation of the above-referenced corporation, together with a copy to be certified and returned to this office. We have included a self-addressed stamped envelope for your convenience in returning the certified copy to this office.

Also enclosed is our firm check in the amount of \$122.50 for your costs and fees.

Thank you for your cooperation in this matter.

Very truly yours,

  
GEORGE E. HARRIS  
GEH/cf

Enclosures: As noted above

cc: Compensation Benefits, Inc.

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98 FEB 20 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK FEB 23 1998

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

**COMPENSATION BENEFITS, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, Chapter 607, adopts the following articles of incorporation for the purpose of organizing a business corporation:

**ARTICLE I**

The name of the corporation ("Corporation") is **COMPENSATION BENEFITS, INC.**

**ARTICLE II**

The period of its duration is perpetual. The existence of the corporation shall begin on the date that these Articles are filed with the Secretary of State.

**ARTICLE III**

The purpose is to engage in any activity or business permitted under the laws of the United States and Florida.

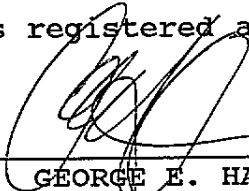
**ARTICLE IV**

The corporation shall have authority to issue 1,000 shares, all of one class, \$1.00 par value.

**ARTICLE V**

The address of its principal office and its initial registered office is 11380 Prosperity Farms Road, Suite 201, Palm Beach Gardens, FL 33410 and the name of its initial registered agent at said address is George E. Harris.

I hereby accept the nomination as registered agent for this corporation.

  
\_\_\_\_\_  
GEORGE E. HARRIS

PINNACLE BENEFITS  
JAN 26 1998  
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**ARTICLE VI**

The number of directors constituting its initial board of directors is three (3), whose names and addresses are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Sam A. Stephens	701 U.S. Highway One, Suite 200 North Palm Beach, FL 33408
Alan N. Duggan	701 U.S. Highway One, Suite 200 North Palm Beach, FL 33408
Dale Hanson	701 U.S. Highway One, Suite 200 North Palm Beach, FL 33408

**ARTICLE VII**

The name and address of the incorporator is:

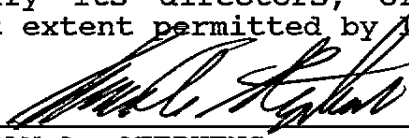
<b><u>Name</u></b>	<b><u>Address</u></b>
Sam A. Stephens	701 U.S. Highway One, Suite 200 North Palm Beach, FL 33408

**ARTICLE VIII**

Preemptive rights shall be as follows: None.

**ARTICLE IX**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

  
\_\_\_\_\_  
SAM A. STEPHENS  
Incorporator

Dated February 4, 1998.

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Sam A. Stephens

SAM A. STEPHENS, who is the person described in and who subscribed the above Articles of Incorporation before me this 4th day of February, 1998, and who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at \_\_\_\_\_, in said County and State this 4th day of February, 1999.



MELODY C. BROBST  
COMMISSION # CC 621277  
EXPIRES FEB 13, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

*Melody C. Brobst*

Notary Public  
State of Florida at Large  
My commission expires:  
Serial Number

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PINNACLE BENEFITS  
JAN 26 1993  
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