



THE UNITED STATES
CORPORATION
COMPANY

P98000032878

ACCOUNT NO. : 072100000032

REFERENCE : 775349 4724636

AUTHORIZATION :

Patricia Pzyts

COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -9 PM 2:12

ORDER DATE : April 9, 1998

ORDER TIME : 10:24 AM

ORDER NO. : 775349-010

CUSTOMER NO: 4724636

CUSTOMER: Thornton Henry, Esq
JONES FOSTER JOHNSON & STUBBS
PA
505 S. Flagler Dr
Suite 1100
W. Palm Beach, FL 334010000

800002484088--1

DOMESTIC FILING

NAME: SUNSHINE BENEFITS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

RECEIVED
98 APR -9 AM 11:32
DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION
OF
SUNSHINE BENEFITS, INC.

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

Name

The name of this corporation shall be SUNSHINE BENEFITS, INC.

FILED
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ARTICLE II

Purpose

This corporation is organized for the purpose of engaging in the transaction of all lawful business.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 10,000 shares of Class A Voting common stock of \$.01 par value, fully paid and non-assessable, and 10,000 shares of Class B Non-Voting stock of \$.01 par value, fully paid and non-assessable.

ARTICLE IV

Principal Office and Mailing Address

The Principal Office and the Mailing Address of this corporation is 1615 Forum Place, Suite 4C, West Palm Beach, FL 33401.

ARTICLE V

Registered Agent/Registered Office

The initial Registered Agent of this corporation is Thornton M. Henry, located at the Registered Office of the corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Palm Beach County, Florida 33401-3475.

ARTICLE VI

Initial Board of Directors

This corporation shall initially have one (1) Directors. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Director is:

Ron Sellers
1615 Forum Place, Suite 4C
West Palm Beach, FL 33401

ARTICLE VII

Special Provisions

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, one or more Vice Presidents, a Secretary and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually

or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE VIII

Incorporator

The name and address of the incorporator is:

Thornton M. Henry
505 South Flagler Drive, Suite 1100
West Palm Beach, FL 33401-3475

ARTICLE IX

Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE X

Commencement

The corporation shall commence its existence upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of April, 1998.


THORNTON M. HENRY, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by THORNTON M. HENRY, who is personally known to me or who has produced a driver's license as identification, this 8th day of April, 1998.

(NOTARY SEAL)


Notary Public

Print Name: SUSAN SMALL

Commission No.: _____

My commission expires: _____



SUSAN SMALL
MY COMMISSION # CC483531 EXPIRES
September 12, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED OF STATE
SECRETARY OF CORPORATIONS
98 APR -9 PM 2:12

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That SUNSHINE BENEFITS, INC., desiring to organize under the laws of the State of Florida, has named THORNTON M. HENRY, located at the Registered Office of the corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Palm Beach County, FL 33401-3475, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


THORNTON M. HENRY, Registered Agent

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