# P98000532878

ACCOUNT NO. : 072100000032

REFERENCE: 775349 4724636

AUTHORIZATION : Tatricia Pari

COST LIMIT : \$ 122.50

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

800002484058--

# DOMESTIC FILING

NAME:

SUNSHINE BENEFITS, INC.

# EFFECTIVE DATE:

XX	ARTICLES OF	IN	INCORPORATION				
	CERTIFICATE	OF	LIMITED	PART	NERSH	IIP	
				-			

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:

98 APR -9 AM 11:32

PIVISION OF CORPORATION

49 3

# 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

<u>Name</u>

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

# ARTICLE II

# <u>Purpose</u>

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.

COUNTY OF PALM BEACH

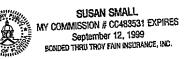
The foregoing instrument was acknowledged before me by THORNTON M.

HENRY, who is personally known to me or who has produced a driver's license as identification, this \_\_\_\_\_\_\_ day of April, 1998.

(NOTARY SEAL)

Notary Public
Print Name: Symm Smmc
Commission No.:

My commission expires:



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

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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