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-06/02/98--01072--005

*****78.75 *****78.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MEDICAL BENEFITS ASSISTANCE, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time

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☐ Photocopy

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☒ Certificate of Status

NEW FILINGS	
☒	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

98 JUN -2 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN -2 AM 11:55
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

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Examiner's Initials

**ARTICLES OF INCORPORATION
FOR
MEDICAL BENEFITS ASSISTANCE, INC.**

FILED
98 JUN -2 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The corporate name shall be: Medical Benefits Assistance, Inc.

ARTICLE TWO

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. In general to promote the interests of the corporation in its activities, and to enhance the value of its properties.
2. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states and countries.
3. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and executed such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

4. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

5. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares or the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state government, and while owner of such stock, to exercise all the rights to vote such stock,

6. To engage in any activities or businesses permitted under the laws of the United States and the State of Florida.

7. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have no par value. .

ARTICLE FIVE

REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The name of the registered agent and the street address of the principal registered office of the corporation is **Felix J. Martin** at 255 Alhambra Circle, Suite 380, Coral Gables, Florida 33134.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is **2**, and shall never be less than one. The name and address of each person(s) who is to serve as a member of the initial board of directors is (are):

Ernesto Alfonso at 140 West 41 Street, Hialeah, Florida 33012.

Antonio A. Fleitas at 13021 SW 17th Terrace, ^{MIAMI} Florida.

ARTICLE SEVEN

INCORPORATORS

The name and street address of the incorporator(s) are:

Ernesto Alfonso at 140 West 41 Street, Hialeah, Florida 33012.

Antonio A. Fleitas at 13021 SW 17th Terrace, ^{Miami} Florida.

ARTICLE EIGHT

PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which the new stock is offered to others.

ARTICLE NINE

INDEMNIFICATION

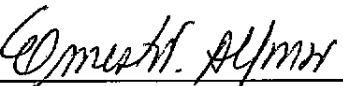
The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

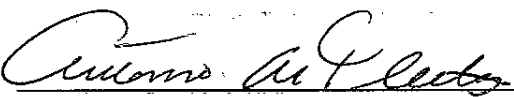
ARTICLE TEN

AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida on this 21st day of May, 1998.


Ernesto Alfonso, Incorporator


Antonio A. Fleitas, Incorporator

ACKNOWLEDGMENT AND ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designed in these Articles, I hereby agree to act in this capacity, and I further agree to comply with provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated this 21st day of May, 1998.


Felix J. Martin

**STATE OF FLORIDA
COUNTY OF DADE**

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments appeared **Felix J. Martin**, who is personally to me to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged subscribing his name thereto for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 21st day of May, 1998.


NOTARY PUBLIC

My Commission Expires:

FILED
98 JUN -21 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

 Ciria L. Blanco
My Commission CC727604
Expires March 24, 2002