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ACCOUNT NO. : 072100000032

REFERENCE : 852430 7132271

AUTHORIZATION : *Patricia P...*

COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 11 PM 12:49

ORDER DATE : June 11, 1998

ORDER TIME : 11:04 AM

ORDER NO. : 852430-005

CUSTOMER NO: 7132271

CUSTOMER: David P. Rankin, Esq
DAVID P. RANKIN, P.A.

Suite 332
3837 Northdale Boulevard
Tampa, FL 33624

300002556983

DOMESTIC FILING

NAME: FEGLI 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: Christopher Smith
EXAMINER'S INITIALS: _____

RECEIVED
98 JUN 11 PM 12:00
DIVISION OF CORPORATION

11-11

**ARTICLES OF INCORPORATION
OF FEGLI BENEFITS, INC.
A PROFESSIONAL ORGANIZATION**

The undersigned, all of whom are duly licensed to FEGLI Benefits, Inc. in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act, Chapter 621 Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

- 1.01 The name of the Corporation shall be FEGLI Benefits, Inc.

ARTICLE TWO

REGISTERED OFFICE AND AGENT

- 2.02 The location and address of the Corporation's initial principal office in Florida is 3837 Northdale Blvd., Suite 332, Tampa, Florida 33624, Hillsborough County. **The initial registered agent is David P. Rankin, Esquire, whose address is 19108 St. Laurent Drive, Lutz, Florida 33549.**

ARTICLE THREE

PURPOSE

- 3.01 The purpose for which the Corporation is organized shall be to engage in the business of Insurance within the State of Florida and to take all actions that are necessary or proper in connection with that practice.

ARTICLE FOUR

DURATION

- 4.01 The term of existence of the Corporation is perpetual.

ARTICLE FIVE

PROFESSIONAL SERVICES

- 5.01 The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or legally authorized to provide Insurance within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules for providing Insurance.

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ARTICLE SIX
INCORPORATORS

6.01 The names and post office addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Janet L. White	3837 Northdale Blvd., Suite 332 Tampa, Florida 33624
Eddie S. Siegel	4577 Gunn Highway Tampa, Florida 33624

ARTICLE SEVEN
DIRECTORS

7.01 The Board of Directors shall consist of two members:

Name: Janet L. White
3837 Northdale Blvd., Suite 332
Tampa, Florida 33624

Eddie S. Siegel
4577 Gunn Highway
Tampa, FL 33624

ARTICLE EIGHT
CAPITAL STOCK

8.01 The number of shares of stock that the corporation is authorized to have outstanding is 100 all of which shall be common shares with par value of ten dollars (\$10.00)

ARTICLE NINE
STATED CAPITAL

9.01 The amount of capital with which the corporation shall begin business is one thousand dollars (\$1,000.00).

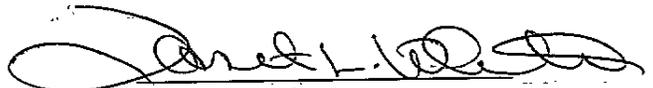
ARTICLE TEN

AMENDMENT OF ARTICLES

10.01 The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on

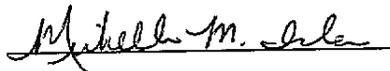
June 10, 1998.


Janet L. White

STATE OF FLORIDA
COUNTY OF Hillsborough

On June 10, 1998, before me President, the undersigned officer, personally appeared Janet L. White, known to me to be the person whose name is subscribed to this document and acknowledged that he executed the document for the purposes contained within it.

IN WITNESS WHEREOF, I sign here and set my official seal.



My commission expires: 5/14/2002



**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is FEGLI Benefits, Inc.
2. The name and address of the registered agent is:

David P. Rankin
19108 St. Laurent Dr.
Lutz, FL 33549

Signed:



David P. Rankin
REGISTERED AGENT
June 10, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 
DATE: JUNE 10, 1998

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