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July 7, 1998

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

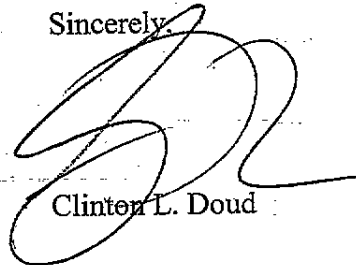
Re: Incorporation of Crossroads Benefits, Inc.

Dear Sir:

Enclosed please find one original and one copy of the Articles of Incorporation for Crossroads Benefits, Inc.. The Articles of Incorporation specifically includes Designation and Acceptance of Registered Agent. A certified copy of the Articles of Incorporation is hereby requested. Furthermore, enclosed is a check in the amount of \$122.50 to cover the costs of filing, designation of registered agent and one certified copy. Please return the certified copy to the undersigned.

Should you have any questions, please call.

Sincerely,



Clinton L. Doud

CLD/sgk
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
CROSSROADS BENEFITS, INC.
A FLORIDA NONPROFIT CORPORATION

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Article 1. Name. The name of the Corporation is: Crossroads Benefits, Inc.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purposes. The purpose of the Corporation is as follows:

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation is to offset the expense of insurance premiums currently required to be paid by retired Jacksonville municipal employees.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

Article 4. Members. The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The bylaws may provide for Non Voting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, by who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

<u>Name</u>	<u>Address</u>
Greg Fields	3149 Mell Court Jacksonville, Florida 32205
Shelia Fields	3149 Mell Court Jacksonville, Florida 32205
Veneisha Shelds	3149 Mell Court Jacksonville, Florida 32205

Article 5. Initial Registered Agent and Office. The initial registered agent is Clinton L. Doud, Esquire and the initial registered office is 6620 Southpoint Drive, , Suite 210, Box 10, Jacksonville, Florida 32216.

Article 6 Initial Board of Directors. The initial Board of Directors shall have three members:

<u>Name</u>	<u>Address</u>
Greg Fields	3149 Mell Court Jacksonville, Florida 32205
Shelia Fields	3149 Mell Court Jacksonville, Florida 32205
Veneisha Fields	3149 Mell Court Jacksonville, Florida 32205

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the bylaws but shall in no case be less than three.

Article 7. Officers. The officers of the Corporation shall consist of a President, and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Greg Fields	3149 Mell Court Jacksonville, Florida 32205
Secretary	Shelia Fields	3149 Mell Court Jacksonville, Florida 32205
Treasurer	Greg Fields	3149 Mell Court Jacksonville, Florida 32205

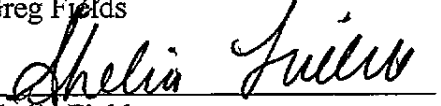
Article 9. Nonstock Basis. The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

Article 10. Corporate Address. The street address of the Corporation's initial principal office is 3149 Mell Court, Jacksonville, Florida 32205.

IN WITNESS WHEREOF, the undersigned have signed these Article of Incorporation on this the 10th day of March, 1998.



Greg Fields



Shelia Fields

Acknowledged before me on March 10, 1998, by Greg Fields and Shelia Fields, produced Florida Driver's Licenses as identification, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.



NOTARY PUBLIC-STATE OF FLORIDA

Name: _____

Commission No.: _____

My Commission Expires: _____

I accept designation as registered agent:



Clinton L. Doud, Esquire

CLINTON L. DOUD
Notary Public - State of Florida
Commission # CC704629
Notary ID # 148920
My Commission Expires
December 25, 2001

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