

P98000083035

Bencomp National Corp.  
424 Central Avenue, Suite 600  
St. Petersburg, FL 33701

September 21, 1998

400002646884--9  
-09/23/98-01027--006  
\*\*\*\*131.25 \*\*\*\*131.25

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32301

RE: Integrated Corporate Benefits, Inc.

Gentlemen:

Enclosed, please find two original copies of the Articles of Incorporation and the Affidavit for the Service of Process on the above referenced corporation. The corporation's principal office is located at: 424 Central Avenue, Suite 600, St. Petersburg, FL 33701.

Also enclosed is our check, in the amount of \$131.25 to cover the following expenses:

Filing Fee	\$ 70.00
Certified Copy	\$ 52.50
Certificate of Good Standing	\$ 8.75

\$131.25

Please return a certified copy of the Articles of Incorporation to Frank Pennachio, 4260 Central Avenue, St. Petersburg, FL 33711.

Thank you...

Sincerely,

*Frank Pennachio/ps*

Frank Pennachio  
Enclosure(s)  
cc: file  
FP/ps

(5)

*Dmc*  
*9/24/98*

FILED  
98 SEP 23 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

98 SEP 23 PM 4:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
INTEGRATED CORPORATE BENEFITS, INC.

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name. The name of this Corporation shall be:  
INTEGRATED CORPORATE BENEFITS, INC.

ARTICLE II

Duration. The period of its duration is perpetual.

ARTICLE III

Purpose. The purpose is to engage in any activities or business permitted under the laws of the State of Florida.

ARTICLE IV

Capital Stock. The corporation is authorized to issue 500 shares of stock, all of one class, at \$1.00 par value.

ARTICLE V

Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 424 Central Avenue, Suite 600, St. Petersburg, FL 33701. The name of the initial registered agent of this corporation at that address is FRANK PENNACHIO. The principal office shall have the same address.

ARTICLE VI

Initial Board of Directors. This corporation shall have Two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial Board of Directors of this corporation is:

ANDRANI SINGH SIMMONS  
424 Central Avenue  
Suite 600  
St. Petersburg, FL 33701

FRANK PENNACHIO  
424 Central Avenue  
Suite 600  
St Petersburg, FL 33701

#### ARTICLE VII

Incorporators. The names and addresses of the Incorporators signing these Articles is:

ANDRANI SINGH SIMMONS  
424 Central Avenue  
Suite 600  
St. Petersburg, FL 33701

FRANK PENNACHIO  
424 Central Avenue  
Suite 600  
St Petersburg, FL 33701

#### ARTICLE VIII

Bylaw Amendment. The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE IX

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

#### ARTICLE X

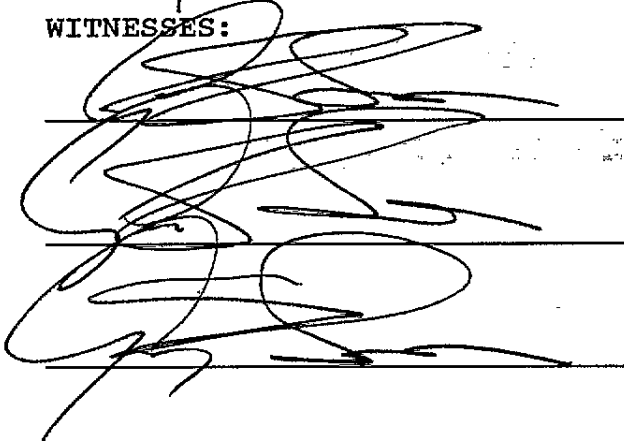
Informal Action of Directors. If all the Directors severally or collectively consent in writing to any action taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as if it had been authorized at a meeting of the Board of Directors.

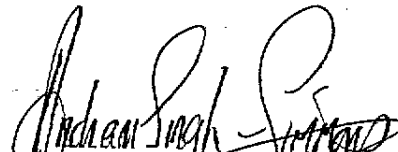
#### ARTICLE XI

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

IN WITNESS WHEREOF, the undersigned Incorporators have executed these articles of Incorporation this 15<sup>th</sup> day of September, 1998.

WITNESSES:



 (SEAL)  
ANDRANI SINGH SIMMONS  
Incorporator

 (SEAL)  
FRANK PENNACHIO  
Incorporator

 (SEAL)  
FRANK PENNACHIO  
Resident Agent

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 15<sup>th</sup> day of September, 1998, personally appeared before me, the undersigned authority, ANDRANI SINGH SIMMONS, and FRANK PENNACHIO, to me well known to be the persons described in and who executed the foregoing instrument and acknowledged the execution thereof to be their free act and deed for the uses and purposes therein set forth.

WITNESS my hand and official seal the date last aforesaid.

My Commission Expires:

  
Notary Public



Maria L. Rittall  
MY COMMISSION # CC523905 EXPIRES  
January 10, 2000  
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

SEP 23 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuant of Chapter 48.091, Florida Statutes, the following  
is submitted in compliance with said act.

That INTEGRATED CORPORATE BENEFITS, INC., desires to organize  
under the laws of the State of Florida, with its principal office  
as designated in the Articles of Incorporation, in the City of St.  
Petersburg, Pinellas County, Florida, and has named FRANK  
PENNACHIO, 424 Central Avenue, Suite 600, St. Petersburg, FL 33701,  
as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: Having been named to accept service of  
process for the above-stated corporation, at place designated in  
this certificate, I hereby accept to act in this capacity, and  
agree to comply with the provisions of said Act of keeping open  
said office.

Dated: 9/15/98

Frank M. Pennachio  
FRANK PENNACHIO-Resident Agent