CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite I • Tallahassee, Florida 32302 (850) 224-8370 • 1-800-342-8062 • Fax (850) 222-1222

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ARTICLES OF INCORPORATION

OF

THE BENEFIT FIRM, INC.

The undersigned, acting as incorporator, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I NAME

The name of this corporation is THE BENEFIT FIRM, INC., the principal place of business is 1180 Spring Centre South Blvd., Suite 355, Altamonte Springs, Florida 32714.

ARTICLE II **DURATION**

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

ARTICLE III GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with a par value of One hundred and No/100 Dollars (\$100.00). The Directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they in their discretion shall determine.

ARTICLE V PREEMPTIVE RIGHTS

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

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 670 N. Orlando Ave., Suite 102, Maitland, Florida 32751 and the name of the initial registered agent of this corporation at that address is Robert W. Archie.

ARTICLE VII INITIAL BOARD OF DIRECTORS

A. This corporation shall have two directors initially.

B. The number of directors of this corporation may be increased or decreased from time to time Pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).

The names and address of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

Robert W. Archie

670 N. Orlando Av. Suite 102

C.E.O.

Maitland, FL 32751

Marianne King-O'Connor President

1180 Spring Centre South Blvd. Suite 355

Altamonte Springs, FL 32714

ARTICLE VIII INCORPORATION

The name and address of the Incorporator of this corporation is:

Robert W. Archie

670 N. Orlando Av. Suite 102

Maitland, FL 32751

ARTICLE IX BY-LAWS

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida General Corporate Act.

> ARTICLE XI **AMENDMENT**

The 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 shareholder is subject to this reservation.

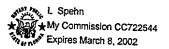
IN WITNESS WHEREOF, the undersigned has executed these Articles at Maitland, Orange County, Florida this 22nd day of September, 1998.

Robert W.

Marianne King-O'Connor

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 22nd day of September 1998, by the signators above who has shown proof of identification by Florida driver's license.



ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:

Robert W. Archie

Date

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