

Law Offices
of
TERRANCE P. McNAMARA, ESQ.

Pg 80000 9/1/06

October 23, 1998

700002671987--5

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

10.26.98 01039 015

70.00

RE: Investors Benefits Corp.

Dear Department of State:

Please find enclosed the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$70.00 to cover the filing fee.

Please file the original and return to me a copy of the same. Thank you.

Sincerely,



Terrance P. McNamara, Esq.

TPM/bm

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 26 AM 8:13

FILED

CB
10-27-98
5

FILED
98 OCT 26 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

INVESTORS BENEFITS CORP.

ARTICLE I

Name

1.1 The name of the corporation is Investors Benefits Corp.

ARTICLE II

Duration

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

3.1 This corporation is organized to conduct any and all lawful business.

ARTICLE IV

Capital Stock

4.1 This corporation is authorized to issue one thousand (1,000) shares, all of a single class of common stock, at one dollar (\$1.00) par value.

ARTICLE V

Preemptive Rights

5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent

6.1 The street address of the initial principal and registered office of this corporation is 7116 Gulf Blvd., Suite E, St. Pete Beach, FL 33706, and the name of the initial registered agent of this corporation is Terrance P. McNamara, Esq.

ARTICLE VII

Initial Board of Directors

7.1 This corporation shall have one (1) director initially.

7.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

7.3 The name and address of the initial directors of this corporation are:

Nicholas Gogas
7116 Gulf Blvd., Suite E
St. Pete Beach, FL 33706

ARTICLE VIII

Incorporators

8.1 The name and address of the person signing these Articles is:

Nicholas Gogas
7116 Gulf Blvd., Suite E
St. Pete Beach, FL 33706

ARTICLE IX

Indemnification

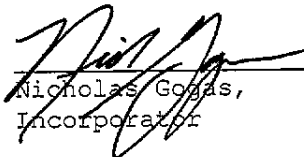
9.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X

Amendment

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 22nd day of OCTOBER, 1998.

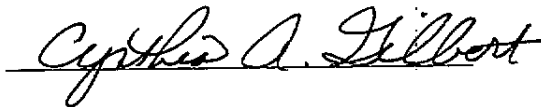


Nicholas Gogas,
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared Nicholas Gogas, well known to me to be the person described above, and he acknowledged to me that he executed the same for the purposes therein expressed.

me this 22nd day of October SWORN TO AND SUBSCRIBED before _____, 1998.



Cynthia A. Gilbert

NOTARY PUBLIC

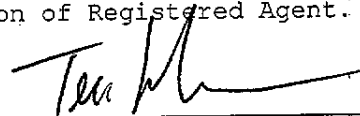
My Commission Expires:



CYNTHIA A. GILBERT
MY COMMISSION # CC441561 EXPIRES
March 11, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

CONSENT OF REGISTERED AGENT

Having been named as
Registered Agent for Investors Benefits Corp. at the registered
office designated in the Articles of Incorporation, the
undersigned hereby accepts the designation of Registered Agent.


Terrance P. McNamara, Esq.

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned
authority, personally appeared Terrance P. McNamara, Esq. and he
acknowledged that he executed the foregoing Consent of Registered
Agent for the purposes therein expressed on behalf of the
corporation.

me this 22nd day of October SWORN TO AND SUBSCRIBED before
_____, 1998.


NOTARY PUBLIC

My Comm. Expires:



CYNTHIA A. GILBERT
MY COMMISSION # CC441561 EXPIRES
March 11, 1999
BONDED THRU TROY FARM INSURANCE, INC.

FILED
98 OCT 26 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA