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NAME: BENEFITS DIRECT, INC.
 AUDIT NUMBER.....H98000021529
 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 19, 1998

RUDEN MCCLOSKEY

SUBJECT: BENEFITS DIRECT, INC.
REF: W98000026077

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
BENEFITS DIRECT, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be:

Benefits Direct, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address and the principal office of this Corporation is 5800 N.W. 63rd Place, Parkland, Florida 33067.

**ARTICLE III
CAPITAL STOCK**

1. *Authorized Capital Stock.* Except as otherwise provided by law, authorized shares of capital stock of the Corporation, regardless of class or series, may be issued by the Corporation, from time to time in such amounts, for such lawful consideration and for such corporate purposes as the Board of Directors may from time to time determine. All capital stock when issued and fully paid for shall be deemed fully paid and non-assessable. The total number of shares of all classes of capital stock which the Corporation shall have authority to issue shall be 20,000 consisting of:

- (a) 10,000 shares of Class A Common Stock, having a par value of \$.01 per share; and
- (b) 10,000 shares of Class B Common Stock, having a par value of \$.01 per share.

Prepared by: Thomas O. Katz, Esq., FL Bar #355836
Ruden McClosky, et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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2. Terms of Common Stock

(a) *General.* Except as otherwise required by law or as otherwise provided in these Articles of Incorporation, each share of each class of Common Stock shall have identical powers, preferences, qualifications, limitations and other rights. The Class A Common Stock, and Class B Common Stock are hereinafter collectively referred to as the "Common Stock."

(b) *Voting Rights.* Except as otherwise required by law or as otherwise provided in these Articles of Incorporation: (i) each share of Class A Common Stock shall be entitled to one vote per share; and (ii) each share of Class B Common Stock shall be non-voting.

(c) *Dividends.* Dividends may be paid upon Common Stock in cash, property or securities as and when declared by the Board of Directors out of funds legally available therefor. As and when dividends are so declared and paid, the holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis; provided that: (i) if dividends are declared that are payable in shares of Common Stock, such dividends shall be declared and payable at the same rate to holders of each class of Common Stock, but the holders of Class A Common Stock shall receive dividends in Class A Common Stock (rather than dividends in Class B Common Stock), and the holders of Class B Common Stock shall receive dividends in Class B Common Stock (rather than dividends in Class A Common Stock), and (ii) if the dividends consist of other voting securities of the Corporation, the Corporation shall declare and pay such dividends in separate classes of securities, identical in all respects, except that the voting rights of each such security shall correspond to the class of security held.

(d) *Liquidation.* In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of each class of Common Stock are entitled to share ratably in the net assets, if any, remaining after payment in full of all debts and liabilities of the Corporation.

(e) *Stock Splits.* The Corporation may not split, divide or combine the shares of any class of Common Stock unless, at the same time, the Corporation splits, divides or combines, as the case may be, the shares of the other class of Common Stock in the same proportion and manner.

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**ARTICLE IV
ADDRESS OF REGISTERED OFFICE IN THIS STATE**

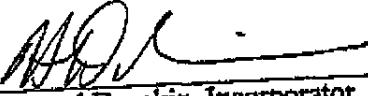
The street address of the initial registered office of this Corporation in the State of Florida is 5800 N.W. 63rd Place, Parkland, Florida 33067, and the initial registered agent of this Corporation at that address shall be Howard Dvorkin.

**ARTICLE V
INCORPORATOR**

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

Howard Dvorkin
5800 N.W. 63rd Place
Parkland, Florida 33067

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 9th day of November, 1998.


Howard Dvorkin, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.


Howard Dvorkin, Registered Agent

Prepared by: Thomas O. Katz, Esq., FL Bar #355836
Ruden McClosky, et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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FROM-RUDEN MCCLOSKEY FT LAUD

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