

P9800000 99217

Law Offices of
CHARLES R. HILLEBOE, P.A.

2790 Sunset Point Road
Clearwater, Florida 33759
(727) 796-9191
Fax: (727) 799-7017

November 19, 1998

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

Re: Articles of Incorporation

400002693934-4
-11/23/98-01109-003
*****122.50 *****78.75

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for NETWORK BENEFITS, INC. for filing with your office. Also enclosed is this firm's check in the amount of \$122.50 to cover filing fee and a return envelope.

Please call with any questions.

Sincerely,

Charles R. Hilleboe

Charles R. Hilleboe

CRH:cb

Enc.

CC: Mr. Copley

FILED
98 NOV 23 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC
11-25-98

ARTICLES OF INCORPORATION

OF

NETWORK BENEFITS, INC.

**ARTICLE I
NAME**

The name of this Corporation is NETWORK BENEFITS, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation and mailing address
is:

2554 Estancia Blvd.
Clearwater, FL 33761

**ARTICLE III
TERM**

The term of existence of this Corporation is perpetual.

**ARTICLE IV
PURPOSE**

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) shares of common stock with no par value.

**ARTICLE VI
DIRECTORS**

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this

FILED
98 NOV 23 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation, who shall serve until their successors are elected and have qualified or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James B. Stewart	1104 S. Dunbar Tampa, FL 33629
James F. Stevens	24761 U.S. 19 N. Suite 660 Clearwater, FL 33764
Lewis L. Copley, Jr.	2554 Estancia Blvd. Clearwater, FL 33761

ARTICLE VII OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	James B. Stewart	1104 S. Dunbar Tampa, FL 33629
Vice President	James F. Stevens	24761 U.S. 19 N. Suite 660 Clearwater, FL 33763
Secretary/ Treasurer	Lewis L. Copley, Jr.	2554 Estancia Blvd. Clearwater, FL 33761

ARTICLE VIII REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

<u>REGISTERED AGENT</u>	<u>OFFICE OF CORPORATION</u>
Lewis L. Copley, Jr.	2554 Estancia Blvd. Clearwater, FL 33761

**ARTICLE IX
INDEMNIFICATION**

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being of having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

**ARTICLE X
BY-LAWS**

The first By-Laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

**ARTICLE XI
AMENDMENTS**

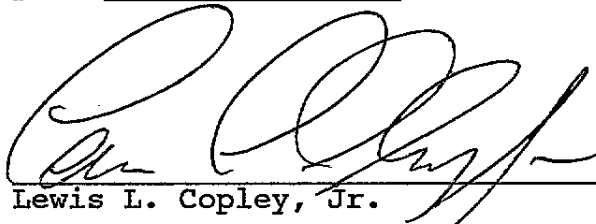
Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

**ARTICLE XII
INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lewis L. Copley, Jr.	2554 Estancia Blvd. Clearwater, FL 33761

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on the 19th day of November, 1998.



Lewis L. Copley, Jr.

**CERTIFICATE OF ACCEPTANCE OF REGISTERED
AGENT**

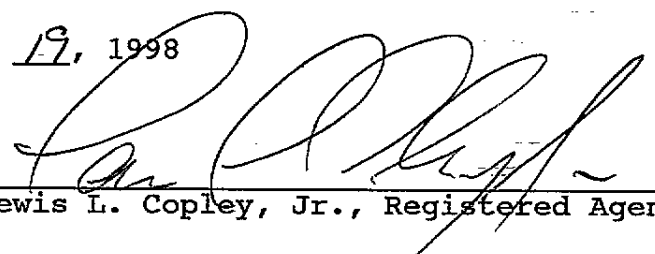
FILED

98 NOV 23 PM 12:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, LEWIS L. COPLEY, JR., as Registered Agent for NETWORK BENEFITS, INC. do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at 2554 Estancia Blvd., City of Clearwater, County of Pinellas, State of Florida, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: November 19, 1998



Lewis L. Copley, Jr., Registered Agent