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DEAN
KOWALCHUK
Requestor's Name
P.O. Box 10807
Address
TALL FL 32302
City/State/Zip Phone #

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*****87.50 *****87.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. BAILEY ENROLLMENT SERVICES, INC. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

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<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
98 DEC 15 PM 10:59
FILED
98 DEC 15 PM 12:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Call when ready
Dean
556-3494

DEC 15 1998

Examiner's Initials

ARTICLES OF INCORPORATION
OF

BAILEY ENROLLMENT SERVICES, INC.

FILED
98 DEC 15 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby execute this document for the purpose of creating a corporation under the laws of the State of Florida. It is our intention that this corporation shall be a subchapter S corporation in accordance with the Internal Revenue Code of 1954, as amended.

ARTICLE I

The name of this corporation shall be:

BAILEY ENROLLMENT SERVICES, INC.

The principal place of business of this corporation shall be Route 3, Box 181, Havana, Florida 32333, and its mailing address shall be 5810-400 North Monroe Street, #186, Tallahassee, Florida 32303, but it shall have the power to transact business in any other place or places both within and without the State of Florida and throughout the world. The annual meeting of the stockholders shall be held at the place designated by the Board of Directors.

ARTICLE II

The general nature of the business to be transacted and carried on by this corporation and its objects and purposes are to conduct any and all lawful business consistent with the provisions hereinafter set out or provided and it shall have all the powers conferred by the laws of the State of

Florida upon business corporations as fully and to the same extent as natural persons might or could do in all parts of the world, namely:

To establish, carry on, conduct, maintain and otherwise operate a business to provide group insurance enrollment services, and to do such and everything necessary, convenient, suitable or proper for the accomplishment of any of the purposes or for the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to, or expedient for, the protection or for the benefit of this corporation.

The foregoing and following provisions shall be construed as objects in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the enumeration in these Articles of specific powers and objects shall not be held to limit or restrict in any manner the powers of this corporation; but this corporation may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either along or in association with other corporations, firms or individuals, to the same extent and as full as individuals might or could do as principals, agents, contractors or otherwise.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is Two Thousand (2,000) shares of a one dollar (\$1.00) par value of common stock. The Board of Directors, may establish and determine various or separate classes or categories of stock which shall be set forth in the by-laws of this corporation

The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

At each meeting of the shareholders of this corporation, the presence in person or by proxy of the holders of a majority in number of the issued and outstanding shares of stock shall be necessary to constitute a quorum for the transaction of any business. The affirmative vote of a majority represented at the meeting shall be necessary to adopt any resolution, carry any motion, or take any corporate action which requires the vote of the shareholders. As to the election of the Board of Directors, rights shall be cumulative.

ARTICLE V

The corporation shall have perpetual existence, unless sooner voluntarily dissolved according to law.

ARTICLE VI

The number of directors of this corporation shall not be less than one (1), or more than five (5), none of whom need be stockholders of the corporation, said number to be fixed from time to time by resolution of the stockholders of this corporation at their annual meeting prior to the election of directors, or at any special meeting of the shareholders called for such purpose. They shall be elected by a majority of the stockholders present and participating at the annual meetings of the corporation to be held as prescribed by the by-laws and shall hold office after their election until their respective successors are duly elected and qualified.

The original by-laws of this corporation, if any, shall be made, prepared and adopted by the Board of Directors of the corporation by a majority vote thereof. Thereafter the said by-laws may be amended by the Board of Directors at any regular meeting of said Board of Directors or at any special meeting for which said meeting is called by a majority of the directors present. The Board of Directors shall also have the power from time to time to direct and determine the use and disposition of any net profit or earned surplus of the corporation (in excess of the capital stock paid in); and the corporation may, by and through its Board of Directors, purchase, sell and trade in the bonds or other obligations of this corporation or in the shares of its capital stock; but if shares of the corporation's capital stock have been purchased and subsequently there is a reduction in the manner provided by law of the corporation's capital stock, then, to the extent that such shares are not reissued at the time of the reduction, they shall be deemed retired in an amount not exceeding the amount of the reduction and shall not be reissued, except as provided by law.

The Board of Directors shall elect officers of this corporation, who shall consist of the President, who shall be a director, and a Secretary, and such other further officers as may be provided by resolution of the Board of Directors. None of these officers are required to be a stockholder of the corporation. All officers, unless elected to fill a vacancy, shall hold office after their election until their respective successors are duly elected and qualified, unless it is provided by the by-laws that they shall hold office at the pleasure of the Board of Directors. The duties of all officers elected by the Board of Directors shall be prescribed by the by-laws or resolution of the Board of Directors.

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is, or are,

interested in, or is, a director or officer, or are directors or officers, of such other corporation and may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which the corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firms or corporations shall be affected or invalidated by the fact that any director, or directors, of this corporation is a party, or are parties, to, or interested in, such contract, act or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firms or corporations shall be affected or invalidated by the fact that any director, or directors, of this corporation is a party, or are parties, to, or interested in, such contract, act or transaction or in any way connected with such person or persons, firms or associations, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist, from contracting with the corporation for the benefit of himself or the firm or corporation to which he may be otherwise indebted.

ARTICLE VII

The corporation shall have the power to grant to the stockholders of record at the time of issuance of any additional stock beyond the originally authorized maximum number of One Thousand (1,000) shares hereinbefore provided for, full preemptive rights in the issuance of all new stock, in that such new stock shall be first offered to such registered stockholders for sale at the "stated" or fixed value thereof before there shall be an offer to sell said new stock to persons other than said stockholders. The terms and other details of such offer, including the time of its acceptance and the manner of payment, shall be determined by the Board of Directors.

ARTICLE VIII

The corporation shall have the power to include in its by-laws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its stockholders or in the event of death of any of its stockholders. The manner and form, as well as all relevant terms, conditions and details hereof shall not affect the rights of third parties without actual knowledge thereof, unless such provision shall be plainly written upon the certificate evidencing the ownership of said stock.

ARTICLE IX

The name and post office address of the Directors who shall serve as the first Directors of the Board of Directors of the corporation and who shall hold office until successor(s) are elected or appointed and have qualified, is as follows:

Billy Ray Blair
Route 3, Box 181
Havana, Florida 32333

and

Virginia Bailey
Route 3, Box 181
Havana, Florida 32333

ARTICLE X

Dean C. Kowalchuk is designated as the corporation's registered agent and agent to accept service of process within Florida at 4515 Argyle Lane, Tallahassee, Florida 32308.

ARTICLE XI

The amount of capital with which the corporation shall begin business is Five Hundred Dollars (\$500.00).

IN WITNESS WHEREOF, WE, the undersigned subscribers, above-named as the incorporators of BAILEY ENROLLMENT SERVICES, INC., have hereunto set our hands and seals this 14th day of December, 1998.

Virginia Bailey
Virginia Bailey
Route 3, Box 181
Havana, Florida 32333

Billy Ray Blair
Billy Ray Blair
Route 3, Box 181
Havana, Florida 32333

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me by BILLY RAY BLAIR and VIRGINIA BAILEY, who are personally known to me or who produced the form of identification listed below, who did take an oath, and who are known to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said agreement for the purposes therein expressed.

WITNESS my hand and official seal, this 14 day of Dec., 1998.

Wanda H. Thorne
Name: _____
NOTARY PUBLIC
Form of ID: fl. id # B460-016-34-174-0
My Commission Expires: B460-872-45-667-0



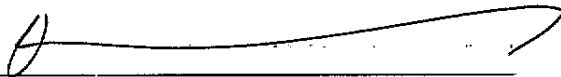
Wanda H. Thorne
MY COMMISSION # CC573948 EXPIRES
July 31, 2000
BONDED THRU THOY FARM INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

STATE OF FLORIDA
OFFICE OF THE SECRETARY OF STATE

The undersigned, DEAN C. KOWALCHYK, having been designated as Agent for the service of process with the State of Florida, upon BAILEY ENROLLMENT SERVICES, INC., a corporation, organized under the laws of the State of Florida, does hereby accept the appointment as such agent for the above-named corporation.

IN WITNESS WHEREOF, the name of said registered agent is hereunto affixed at Tallahassee, Leon County, Florida, this 14th day of December, 1998.



DEAN C. KOWALCHYK

FILED
98 DEC 15 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA