

P99000007705



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 112042 7107686

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 26, 1999

ORDER TIME : 9:50 AM

ORDER NO. : 112042-005

CUSTOMER NO: 7107686

CUSTOMER: Ms. Susan Kyle  
HUGHES SUPPLY, INC.  
HUGHES SUPPLY, INC.  
Suite 200  
20 N. Orange Avenue  
Orlando, FL 32801

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 26 PM 5:01

DOMESTIC FILING

NAME: THE BENECOM GROUP, INC.

EFFECTIVE DATE:

700002755167--3  
-01/26/99--01063--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

RECEIVED  
99 JAN 26 11:27  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**

**OF**

**The BeneCom Group, Inc.**

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DIVISION OF CORPORATIONS  
99 JAN 26 PM 5:01

The undersigned incorporator delivers these Articles of Incorporation to form a corporation under the laws of the Florida Business Corporation Act.

**ARTICLE I**

Name. The name of this corporation is: \_\_\_\_\_

The BeneCom Group, Inc.

**ARTICLE II**

Principal Office. The principal office and mailing address of this corporation is 1137 Edgewater Drive, Suite 104, Orlando, Florida 32804.

**ARTICLE III**

Business and Activities. This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$0.01 par value, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

**ARTICLE V**

Term of Existence. This corporation shall have perpetual existence.

#### ARTICLE VI

Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 2607 Elizabeth Avenue, Orlando, Florida 32804, and the name of the initial registered agent of the corporation at that address is Alvin Stewart Hall, III.

#### ARTICLE VII

Number of 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 Board of Directors or the shareholders in accordance with the By-Laws of this corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity and receiving compensation therefor.

#### ARTICLE VIII

Initial Board of Directors. The name(s) and street address(es) of the initial Directors of this corporation are:

<u>Name</u>	<u>Address</u>
William Francis Magee	2809 Elizabeth Avenue Orlando, Florida 32804
Alvin Stewart Hall, III	2607 Elizabeth Avenue Orlando, Florida 32804
John Preston Anthony	2026 Lake Breaze Lane Atlanta, Georgia 30339

#### ARTICLE IX

Incorporator. The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Alvin Stewart Hall, III	2607 Elizabeth Avenue Orlando, Florida 32804

**ARTICLE X**

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

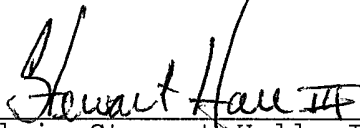
**ARTICLE XI**

Amendment to Articles. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XII**

Preemptive Rights. Every shareholder, upon the sale of any additional stock of 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.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and he acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 25th day of January, 1999 and I accept the duties and responsibilities of Registered Agent for the Corporation as set forth in the Florida Business Corporation Act.

  
\_\_\_\_\_  
Alvin Stewart Hall, III  
Incorporator and Registered Agent

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