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LAW OFFICES OF
WILLIAM J. KANANACK

SUITE 600
ONE HARBOR PLACE
1901 S. HARBOR CITY BLVD.
MELBOURNE, FL 32901

TELEPHONE
407-726-8595
FAX
407-726-8255

EFFECTIVE DATE

5-10-99

May 10, 1999

Department of State
Division of Corporations
PO Box 6237
Tallahassee, FL 32314

900002872449--1
-05/12/99--01051--014
*****70.00 *****70.00

Re: Deininger Benefits Advisors, Inc.

To Whom It May Concern:

I have enclosed for processing by the Department of State, Division of Corporations, one original and one copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent for the above-referenced corporation. Also enclosed is a check for seventy dollars (\$70.00) made payable to the Department of State.

As reflected in the Articles of Incorporation, the date of incorporation should be effective as of May 10, 1999.

Thank you.

Sincerely yours,

William J. Kananack

William J. Kananack

FILED
99 MAY 12 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CD
5-12-99

ARTICLES OF INCORPORATION
OF
DEININGER BENEFITS ADVISORS, INC.

EFFECTIVE DATE
5-10-99

ARTICLE I

NAME

The name of the corporation is Deininger Benefits Advisors, Inc.

ARTICLE II

ADDRESS

The principal office and mailing address of this corporation is 123 Windward Way, Indian Harbor Beach, FL 32937.

ARTICLE III

EFFECTIVE DATE

The effective date of incorporation shall be May 10, 1999.

ARTICLE IV

PURPOSE

The purposes for which the business will be conducted are to manufacture, design, construct, own use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE V

TERM OF EXISTENCE

The period of duration for the corporation shall be perpetual.

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99 MAY 12 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$.01 par value common stock.

ARTICLE VII
PREEMPTIVE RIGHTS

There are no preemptive rights with respect to the shares of the capital stock of the corporation.

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 123 Windward Way, Indian Harbor Beach, FL 32937. The name of the initial registered agent at that address is Paul Deininger.

ARTICLE IX
BOARD OF DIRECTORS

The business of this corporation shall be managed by the Board of Directors. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. Initially, this corporation shall have one (1) director. The name and address of the initial director of the corporation is:

NAME

Paul Deininger

ADDRESS

123 Windward Way
Indian Harbor Beach, FL 32937

ARTICLE X
INCORPORATOR

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

NAME

Paul Deininger

ADDRESS

123 Windward Way
Indian Harbor Beach, FL 32937

ARTICLE XI

INDEMNIFICATION

This corporation shall to the fullest extent permitted by Florida Statutes, as amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify from and against any and all expenses, liabilities, or costs referred to in or covered by such sections, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors.

ARTICLE XII

Subchapter "S" Election

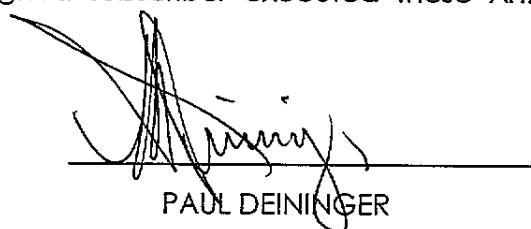
It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organizational Meeting of the Corporation.

ARTICLE XIII

AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on May 7, 1999.


PAUL DEININGER

STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent in the State of Florida.

The name of the corporation is:

Deiningers Benefits Advisors, Inc.

The name and address of the initial registered agent is:

Paul Deiningers

123 Windward Way

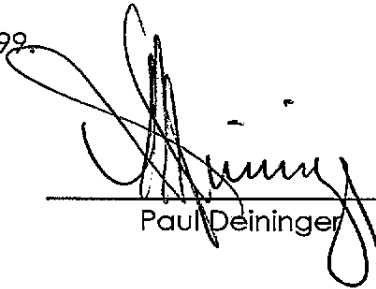
Indian Harbor Beach, FL 32937.

FILED
9 MAY 12 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I hereby accept appointment and agree to act in the capacity of the registered agent of Deiningers Benefits Advisors, Inc., at the initial registered office of this corporation as set forth above. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 10th day of May 1999.



Paul Deiningers