



THE UNITED STATES
CORPORATION
COMPANY

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99 JUL 21 PM 4:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 314272 7103152

AUTHORIZATION :

Patricia Puyitt

COST LIMIT : \$ 78.75

ORDER DATE : July 21, 1999

ORDER TIME : 12:26 PM

ORDER NO. : 314272-005

CUSTOMER NO: 7103152

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CUSTOMER: Harold J. Webre, Esq
GOODLETTE COLEMAN & JOHNSON,
GOODLETTE COLEMAN & JOHNSON,
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

DOMESTIC FILING

NAME: ALLIANCE FINANCIAL GROUP
BENEFITS, INC.

EFFECTIVE DATE:

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: Jeanine Reynolds

EXAMINER'S INITIALS:

7/21/99
RECEIVED
99 JUL 21 PM 3:10
FILED
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALLIANCE FINANCIAL GROUP BENEFITS, INC.

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ARTICLE I
CORPORATE NAME

The name of the Corporation is: ALLIANCE FINANCIAL GROUP BENEFITS, INC., a Florida corporation.

ARTICLE II
CAPITAL STOCK AND SHAREHOLDERS

The aggregate number of shares which this Corporation shall have authority to issue is ONE THOUSAND (1,000) shares of common stock, the par value of each such share being ONE CENT (\$.01).

ARTICLE III
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons who shall serve as members of the Board of Directors until the election of their successors are as follows:

<u>Name</u>	<u>Address</u>
Christopher T. Tollette	3200 Bailey Lane, Suite 162 Naples, Florida 34105
Berne L. Barton	3200 Bailey Lane, Suite 162 Naples, Florida 34105

William L. Barton

3200 Bailey Lane, Suite 162
Naples, Florida 34105

ARTICLE IV
INITIAL OFFICERS

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	Christopher T. Tollette	3200 Bailey Lane, Suite 162 Naples, Florida 34105
Vice President	Berne L. Barton	3200 Bailey Lane, Suite 162 Naples, Florida 34105
Secretary and Treasurer	William L. Barton	3200 Bailey Lane, Suite 162 Naples, Florida 34105

ARTICLE V
INCORPORATOR

The sole incorporator of the Corporation is William L. Barton, whose address is 3200 Bailey Lane, Suite 162, Naples, Florida 34105.

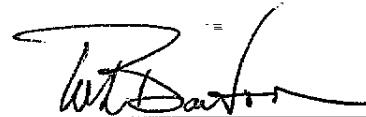
ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 3200 Bailey Lane, Suite 162, Naples, Florida 34105, and the name of the initial registered agent of this Corporation at that address is: William L. Barton.

ARTICLE VII
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be: 3200 Bailey Lane, Suite 162, Naples, Florida 34105.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 16 day of July, 1999.

A handwritten signature in black ink, appearing to read 'W. L. Barton', is written over a horizontal line.

William L. Barton,
Incorporator

f:allian2.art

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

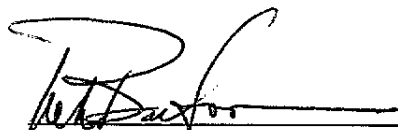
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TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT ALLIANCE FINANCIAL GROUP BENEFITS, INC., desiring to organize or
qualify under the laws of the State of Florida, with its principal place of business located at 3200
Bailey Lane, Suite 162, Naples, Florida 34105, has named William L. Barton, located at the same
address, as its registered agent to accept service of process within Florida.

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby agree to accept the
appointment as registered agent and agree to act in this capacity. 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: July 16, 1999


William L. Barton