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BERNARD J.  
LECHNER  
Attorney  
At Law

July 20, 1999

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

200002938222--1  
-07/22/99-01025-010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: GroupBenefica, Inc.

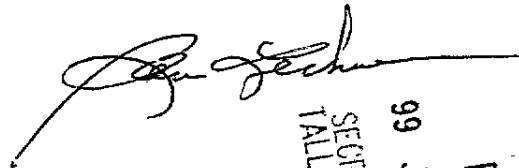
Ladies/gentlemen:

Along with my check for \$ 70.00, I have enclosed the original and one copy of the Articles of Incorporation for GroupBenefica, Inc. I trust that everything is in order, and these Articles may be filed, with a stamped copy being returned to me (self-addressed, stamped envelope also enclosed). Please let me know if you have any questions or comments, and thanks for the help.

Very truly yours,

BJL/wt

enclosures as noted



FILED  
99 JUL 22 AM 8:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

G. GALLMON-CASE JUL 29 1999

ARTICLES OF INCORPORATION  
OF  
GROUPBENEFICA, INC.

FILED  
99 JUL 22 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: GROUPBENEFICA, INC.

The address of the principal office of this corporation shall be 5812 Osceola Place, Tampa, FL 33604, and the mailing address of the corporation shall be: 5812 Osceola Place, Tampa, FL 33604.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. 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 NO par value per share.

#### ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2115 Range Road, Clearwater, Florida 33765, and the name of the initial registered agent of the corporation at that address is Bernard J. Lechner.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

#### ARTICLE VII. SPECIAL PROVISIONS

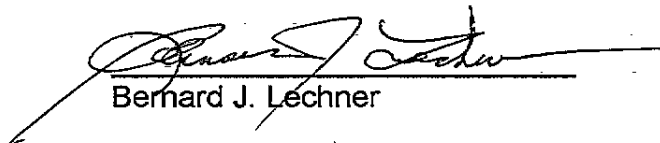
It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code; and also that it will elect to be taxed as a subchapter S corporation (Small Business Corporation under Section 1362 of the Internal Revenue Code).

#### ARTICLE VIII. INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation:

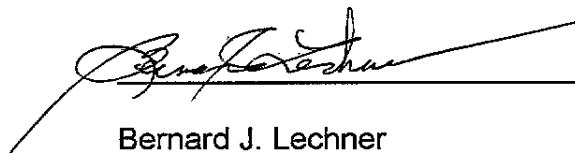
Bernard J. Lechner  
2115 Range Road  
Clearwater, FL 33765

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his  
hand and seal on July 19, 1999.

  
Bernard J. Lechner

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Bernard J. Lechner, having a business office identical with the registered office  
of the corporation named on the previous pages, and having been designated as the  
Registered Agent in the foregoing Articles of Incorporation, is familiar with and accepts  
the obligations of the position of Registered Agent under Section 607.0505, Florida  
Statutes.

  
Bernard J. Lechner

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99 JUL 22 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA