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ACCOUNT NO. : 072100000032

REFERENCE : 500743 7103442

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -2 PM 4: 14

ORDER DATE : December 2, 1999

ORDER TIME : 11:56 AM

ORDER NO. : 500743-005

CUSTOMER NO: 7103442

600003059196--4

CUSTOMER: Lisa B. Siegel, Esq
BELSON & LEWIS
BELSON & LEWIS
Suite 306, Nations Bank Bldg.
2000 Glades Road
Boca Raton, FL 33431

DOMESTIC FILING

NAME: BENEFIELD CORP.

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: Erika Carlson

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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8/12/99

ARTICLES OF INCORPORATION

OF

BENEFIELD CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE I - NAME

The name of this corporation shall be BENEFIELD CORP.

ARTICLE II - DURATION

This corporation shall commence existence immediately upon filing these Articles of Incorporation and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE III - PURPOSE & POWERS

Except as restricted by these Articles of Incorporation, this corporation is organized for each and every legal and lawful purpose for which a corporation may be organized under Florida law.

Except as restricted by these Articles of Incorporation, this corporation shall have and may exercise all powers and rights which a corporation may exercise under Florida law or under the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue TEN THOUSAND (10,000) shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated "COMMON SHARES."

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is 850 N.E. 71st Street, Boca Raton, Florida 33487.

Prepared by:
Steven A. Belson, Esq.
Belson & Lewis
NationsBank Building
2000 Glades Road, Suite 306
Boca Raton, FL 33431

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office for this corporation are:

Steven A. Belson, Esq.
Belson & Lewis
NationsBank Building
2000 Glades Road, Suite 306
Boca Raton, FL 33431

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles of incorporation are:

Steven A. Belson, Esq.
Belson & Lewis
NationsBank Building
2000 Glades Road, Suite 306
Boca Raton, FL 33431

ARTICLE VIII - SUB-CHAPTER S-ELECTION

It is the intention of this Corporation to be treated as an electing small business corporation (Sub-Chapter S Corporation) and to accomplish same, will comply with the provisions of Section 1372 of the Internal Revenue Code and the Regulations issued thereunder.

ARTICLE IX - BOARD OF DIRECTORS

This corporation shall have an initial Board of Directors consisting of two (2) Directors. The number of Directors may be changed from time to time by the Bylaws of the corporation, provided that the Board of Directors shall at all times have no less than one (1) Director and no more than three (3) Directors.

ARTICLE X - BYLAWS

The Bylaws of this corporation may be adopted, amended, altered or repealed by the Board of Directors.

ARTICLE XI - INDEMNIFICATION

This corporation may indemnify its officers and directors to the fullest extent permitted under Florida law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation by majority vote of the shareholders of the corporation, provided that the same be accomplished in accordance with the Florida General Corporation Act.

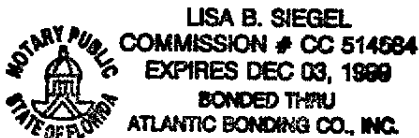
29th IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of November, 1999.

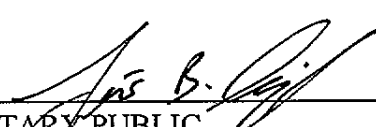

STEVEN A. BELSON, ESQ., Incorporator

STATE OF FLORIDA)
)SS.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgments in the state and county aforesaid, personally appeared STEVEN A. BELSON, ESQ. as Incorporator, who is personally known to me and he acknowledged before me that he executed the same.

WITNESS my hand and seal this 29th day of November, 1999.




NOTARY PUBLIC
Print Name: Lisa B. Siegel
Comm. Exp.: _____
Comm. No.: _____

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

The following is submitted as required under Section 48.091, Florida Statutes:

That BENEFIELD CORP. desiring to organize under the laws of the State of Florida, with its principal place of business at 850 N.E. 71st Street, Boca Raton, Florida 33487 has named Steven A. Belson, Esq. 2000 Glades Road, Suite 306, Boca Raton, Florida 33431 as the Corporation's Registered Agent to accept service of process within the State of Florida.

That the undersigned, having been named to accept service of process for the Corporation named above, at the place designated in this certificate, hereby agrees to act in such capacity and to comply with all provisions contained in the Florida Statutes concerning the proper and complete performance of the undersigned's duties as Registered Agent.

Date: _____

11/29/99



STEVEN A. BELSON, ESQ.
Registered Agent

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