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RICHARD J. PAULL
ACCOUNTING & TAX PROFESSIONAL
13833 WELLINGTON TRACE #E-14
WELLINGTON, FLORIDA 33414
407-700-7137
407-705-2671 FAX

May 2, 1996

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

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-05/06/96--01103--004
***122.50 ***122.50

Dear Sirs:

Enclosed herewith please find an original and copy of Articles of Incorporation and a check in the amount of \$122.50 representing the filing fees for the Articles of Incorporation for a not for profit corporation, to wit:

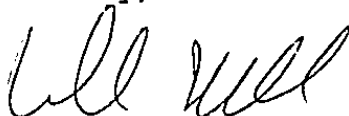
PALM BEACH BENEFIT, INC.

Please send the completed, filed Articles of Incorporation to:

RICHARD J. PAULL, Registered Agent
13833 Wellington Trace #E-14
Wellington, FL 33414

MAY 10 1996 BSB

Sincerely,


Richard J. Paull

FILED
56 MAY -6 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PALM BEACH BENEFIT, INC.

A CORPORATION NOT FOR PROFIT

FILED
96 MAY -6 AM 8:41
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

This a nonprofit corporation, organized for charitable purposes pursuant to the Florida Corporation Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE I

CORPORATE NAME AND ADDRESS

The name of the corporation is Palm Beach Benefit, Inc. The principal office of the corporation is 13368 Polo Club Road West, Wellington, Florida 33414 and the mailing address is the same.

ARTICLE II

DURATION

The period of duration of the Corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III

CORPORATE PURPOSE

The purpose for which the Corporation is formed is for any lawful purposes not pecuniary profit, specifically for charitable purposes and to operate exclusively in any other manner for such purposes as will qualify it as an exempt organization under the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to the organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE IV

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the Bylaws of the Corporation.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address and city of the initial agent of the Corporation is 13833 Wellington Trace #E-14, Wellington, Florida 33414 and the name of the registered agent at such address is Richard J. Paull.

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The initial number of Directors of the Corporation shall be three (3), provided however, that such number may be changed by a Bylaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of the members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 13368 Polo Club Road West, Wellington, Florida on October 1, of each year at 10:00 a.m., or at such other places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and the Articles of Incorporation and the Bylaws for this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The method of election of directors shall be stated in the Bylaws.

ARTICLE VII

DIRECTORS-NAMES AND STREET ADDRESSES

The names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Mason Phelps	13368 Polo Club Road West Wellington, Florida 33414
Cynthia Ray	13055 Albright Court Wellington, Florida 33414
Richard J. Paul	1566 Hollyhock Road Wellington, Florida 33414

ARTICLE VIII

CORPORATE NATURE

The Corporation is organized under a non-stock basis.

ARTICLE IX

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the Bylaws of the Corporation.

ARTICLE X

EARNINGS AND ACTIVITIES OF THE CORPORATION

(A) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article III hereof.

(B) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(C) Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (ii) by corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(D) Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE XI

DEDICATION OF ASSETS

The property of the Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private individual.

ARTICLE XII

DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for other charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes

or to such organization or organizations as such court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XIII

AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the "Florida Not For Profit Corporation Act of the State of Florida concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of the Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the Bylaws.


ARTICLE XIV

INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Richard Paull
13833 Wellington Trace #E-14
Wellington, Florida 33414

The undersigned, being the Incorporator of the Corporation, for the purpose of forming this nonprofit Corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 2nd day of May 1996.

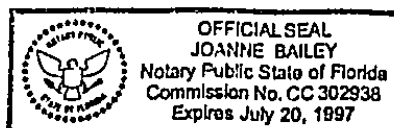


Richard J. Paull, Incorporator

STATE OF FLORIDA

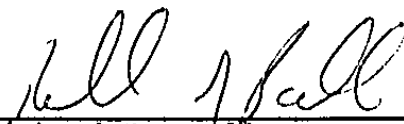
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 2nd day of May, 1996 by Richard J. Paull, who is personally known to me and who did not take an oath.


Notary Public

ACCEPTANCE BY REGISTERED AGENT

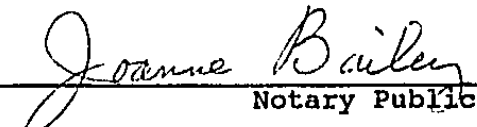
Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all the Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.


Richard J. Paull
Registered Agent

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 2nd day of May, 1996 by Richard J. Paull, who is personally known to me and who did not take an oath.


Notary Public

