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ACCOUNT NO. : 072100000032

REFERENCE : 742362 82563A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 78.75

ORDER DATE : June 23, 2000

ORDER TIME : 2:16 PM

ORDER NO. : 742362-005

100003303421--5

CUSTOMER NO: 82563A

CUSTOMER: Gregory L. Gresham, Esq
GREGORY L. GRESHAM, ESQ
GREGORY L. GRESHAM, ESQ
Suite 10
7777 131st Street, North
Seminole, FL 33776

DOMESTIC FILING

NAME: PRIME BENEFITS GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pollye Janisse - EXT. 1154

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 23 PM 3:41

RECEIVED
00 JUN 23 PM 3:07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PRIME BENEFITS GROUP, INC.

00 JUN 23 PM 3:41

ARTICLE I

NAME: The name of this corporation is

PRIME BENEFITS GROUP, INC.

ARTICLE II

DURATION: This corporation shall have perpetual duration.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue 10,000 shares of one class of shares at a value of \$1.00 per share, which shall be designated as "Common Shares."

ARTICLE V

PREEMPTIVE RIGHTS: Every shareholder, upon the issue or sale of any new shares of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VI

CORPORATION PRINCIPAL OFFICE: The principal office address and the mailing address of this corporation are:

4918 Oakshire Drive
Tampa, FL 33625

ARTICLE VII

INITIAL REGISTERED AGENT AND OFFICE: The name of the initial registered agent and the street address of the initial registered office of this corporation are:

Mark LaRosa
4918 Oakshire Drive
Tampa, FL 33625

ARTICLE VIII

INITIAL BOARD OF DIRECTORS: This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Director Name	Address
Mark LaRosa	4918 Oakshire Drive Tampa, FL 33625

ARTICLE IX

INCORPORATOR: The name and address of the persons signing these Articles is:

Mark LaRosa
4918 Oakshire Drive
Tampa, FL 33625

ARTICLE X

BYLAWS: The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders. The Board of Directors shall not have the power to alter, amend or repeal any bylaw adopted by the shareholders, if the shareholders shall so designate in adopting, altering or amending a Bylaw.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of ~~May~~ ^{JUNE}, 2000.

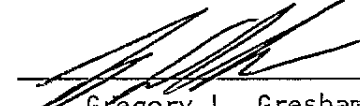

Mark LaRosa

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21st day of ~~May~~ ^{June}, 2000, by MARK LAROSA, who personally appeared before me at the time of notarization, and who is personally known to me or produced as identification.

NOTARY PUBLIC - STATE OF FLORIDA



Sign: 
Print: Gregory L. Gresham
Address: 7777 - 131st Street N., Suite 10
Seminole, FL 33776

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

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

That Prime Benefits Group, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 4918 Oakshire Drive, Tampa, Florida 33625, has named Mark LaRosa, 4918 Oakshire Drive, Tampa, Florida 33625, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with Florida law relative to keeping the designated office open.



Mark LaRosa, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 23 PM 3:41