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EMPLOYEE BENEFITS GROUP, INC. FILED

02 JUL 12 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 8, 2002

Florida Department of State
Division of Corporations
c/o Becky McKnight, Document Specialist
409 East Gaines Street
Tallahassee, Florida 32399

100006330561--8
-07/11/02--01039--007
*****78.75 *****78.75

Re: Employee Benefits Group, Inc.

Dear Ms. McKnight:

Enclosed please find two copies of executed Articles of Incorporation for Employee Benefits, Inc.

In addition, please find enclosed check in the amount of \$78.75 that represents the filing fee and registered agent designation and Certified Copy.

Thank you in advance for the processing of these documents.

Sincerely,

A handwritten signature in black ink, appearing to read "A. David Russell", is written over a horizontal line. The signature is fluid and cursive.

Enclosure

ADR/jgr

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**ARTICLES OF INCORPORATION
OF
EMPLOYEE BENEFITS GROUP, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is Employee Benefits Group, Inc.

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is to be perpetual.

**ARTICLE THREE
PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares, which the corporation is authorized to issue, is 15,000 shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$.10) per share.

**ARTICLE FIVE
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 1201 Hardee Road, P. O. Box 560427, Miami, Florida 33256-0427.

**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 1201 Hardee Road, Coral Gables, Florida 33146 and the name of its initial registered agent at such address, is A. David Russell.

**ARTICLE SEVEN
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation shall be not less than Three (3). The name and address of each person who is to serve as a member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
William H. Leinbach	10 Hendricks Isle, #8 Ft. Lauderdale, Florida 33301
Diego Leiva	13615 S. Dixie Highway Unit 114-540 Miami, Fl 33176
A. David Russell	P. O. Box 560427 Miami, Fl 33256-0427

**ARTICLE EIGHT
INCORPORATORS**

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
William H. Leinbach	10 Hendricks Isle, #8 Ft. Lauderdale, Florida
Diego Leiva	13615 S. Dixie Highway Unit 114-540 Miami, Fl 33176
A. David Russell	P. O. Box 560427 Miami, Florida 33256-0427

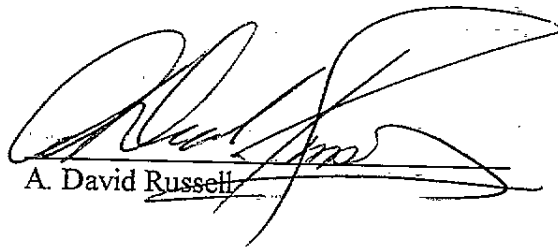
**ARTICLE NINE
INDEMNIFICATION**

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

**ARTICLE TEN
AMENDMENTS**

These articles of incorporation may be amended in the manner authorized by at the time of amendment.

IN WITNESS WHERETO, I, A. David Russell, being the incorporator of this corporation, make and file these articles of incorporation this 8th day of July 2002.


A. David Russell

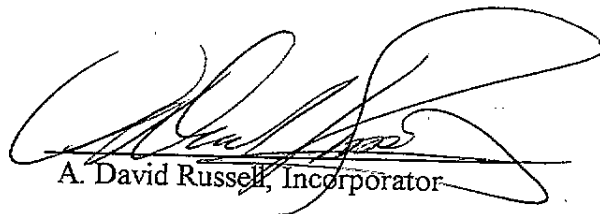
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 607.0502, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

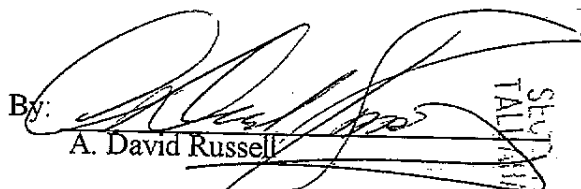
THAT EMPLOYEE BENEFITS GROUP, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT:

1201 Hardee Road
P. O. Box 560427
Miami, Florida 33256-0427

HAS NAMED A. DAVID RUSSELL, LOCATED AT 1201 HARDEE ROAD,
CORAL GABLES, FLORIDA 33146, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.


A. David Russell, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

By: 
A. David Russell

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STATE
TALLAHASSEE, FLORIDA

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