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**Renaissance Tax &
Business Services, Inc.**
Renaissance Payroll Alliance

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James R. Hadnagy

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Venice, FL 34293

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ARTICLES OF INCORPORATION

OF

National Benefits U.S.A., Inc.

The undersigned incorporators of these Articles of **National Benefits U.S.A., Inc.**, each a natural person competent to contract, associate themselves together to form corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is **National Benefits U.S.A., Inc.**

ARTICLE II

CORPORATE PURPOSES: The corporate purposes are:

To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida. To market, sell, and contract the sale of insurance policies and programs, such as life, health, dental and other employee benefit programs. Services are sold to private individuals, corporations or other types of business organizations.

To conduct such business, the corporation may sell these services to others and manage, negotiate, sign contracts or to carry on any lawful activity necessary to carry out the insurance agency business.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute any instruments, transfers of corporate property, or other instruments as are necessary to secure the payment of corporate indebtedness.

To purchase the corporate assets of any other corporation, and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other State or Government, and while owner of such stock or instrument to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, manufacture, or otherwise to acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone, cemetery, professional engineering and survey company, a building and loan association, fraternal benefit society or exposition.

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ARTICLE III

CAPITAL STOCK: The shares of stock of this corporation shall consist of only one class. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Hundred (1000) shares of Common Stock having \$.01 par value.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business will not be less than One Hundred Dollars (\$100.00).

ARTICLE V

TERM OF EXISTENCE: This corporation is to exist perpetually unless dissolved according to law.

ARTICLE VI

ADDRESS: The initial address of the principal office of this corporation in the State of Florida is:

1831 S. Tamiami Trail, Venice, FL 34293

The initial registered office and registered agent shall be

Renaissance Tax & Business Services, Inc., 5348 Drew Rd., Venice, FL 34293

The board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VII

DIRECTORS: This corporation shall have four Directors initially. The number of Directors may be modified from time to time by the by-laws adopted by the Shareholders.

ARTICLE VIII

INITIAL DIRECTORS: The names and street addresses of the members of the first Board of Directors, who shall hold office the first year of the corporation's existence or until their successors are elected are:

Rosalie Kay, 5827 Venisota Rd., Venice, FL 34293

Risto Koljonen, 5827 Venisota Rd., Venice, FL 34293

Panu Koljonen, 1831 S. Tamiami trail, Venice, FL 34293

Mika Koljonen, 1831 S. Tamiami Trail, Benice, FL 34293

ARTICLE IX

INCORPORATORS: The names and street addresses of the incorporators to these Articles of Incorporation are as follows:

Risto Koljonen, 5827 Venisota Rd., Venice, FL 34293

ARTICLE X

These Articles of Incorporation may be amended by Resolution adopted by the Board of Directors, proposed by them to a meeting of the Shareholders and approved by a majority of the stock entitled to vote thereon.

INCORPORATORS

A handwritten signature in black ink, appearing to be "Risto Koljonen", is written over a horizontal line. The signature is stylized with loops and a long horizontal stroke extending to the right.

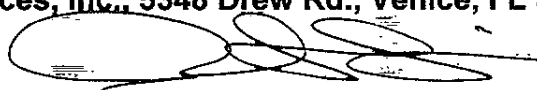
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **National Benefits U.S.A., Inc.**
2. The name and address of the registered agent and office is:

Renaissance Tax & Business Services, Inc., 5348 Drew Rd., Venice, FL 34293



Corporate officer

National Benefits U.S.A., Inc.

Title Vice Pres.

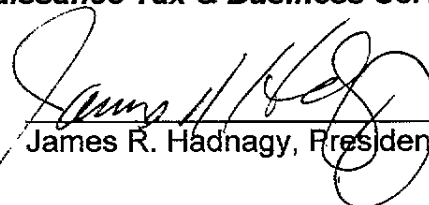
Date 8/6/03

REGISTERED AGENT

Having been named registered agent to accept service of process for the above stated Corporation at registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent.

Registered Agent
Date 8-6-03

Renaissance Tax & Business Services, Inc.


James R. Hadnagy, President

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