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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
Fax Number : (850) 224-7047

FLORIDA PROFIT CORPORATION OR P.A.

U.S. BENEFIT SOLUTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
U.S. BENEFITS SOLUTIONS, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be:

U.S. BENEFITS SOLUTIONS, INC.

The principal place of business of this corporation shall be:

595 North Nova Road, Suites 109 E & F, Ormond Beach, FL 32174

ARTICLE II: NATURE OF BUSINESS

This corporation may engage or transact in any of all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country territory, or nation.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock, having a One Dollar (\$1.00) par value.

ARTICLE IV: REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 154 South Halifax Avenue, Daytona Beach, FL 32114, and the name of the initial registered agent of the corporation at that address is Steven T. Vasilaros, Esquire.

ARTICLE V: TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI: PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price for which it is offered to others.

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CAPITAL CONNECTION

ARTICLE VII: SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII: DIRECTORS

This corporation shall have the following directors:

President:	Peter Vasilaros
Vice President:	Peter Vasilaros
Secretary:	James Hentzel
Treasurer:	James Hentzel

ARTICLE IX: INCORPORATION

The name and street address of the incorporators to these Articles of Incorporation are:

595 North Nova Road, Suites 108E & F, Ormond Beach, FL 32174

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 07th day of Dec. ~~November~~, 2003.


Peter Vasilaros

Having been named as registered agent for the above stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Florida Statutes §607.0505.


Steven T. Vasilaros

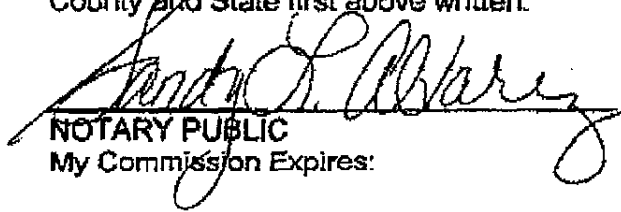
STATE OF FLORIDA
COUNTY OF VOLUSIA

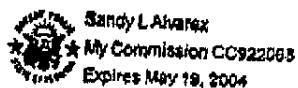
BEFORE ME, the undersigned authority, personally appeared Peter Vasilaros, who is personally known or produced prior identification and acknowledged to and before me

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that she executed said instrument in the capacity and for the purposes therein expressed.

WITNESS my hand and official seal this 5th day of December, 2003, in the
County and State first above written.


NOTARY PUBLIC
My Commission Expires:



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