

Division of Corporations

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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.
ESP MANAGEMENT SERVICES AGENCY, INC.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
ESP MANAGEMENT SERVICES AGENCY, INC.**

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THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

ESP Management Services Agency, Inc.

SECOND: The initial principal office and mailing address of the Corporation is:

c/o Employer Select Plan
6450 Rockside Woods Blvd S, Suite 290
Independence, Ohio 44131-2230.

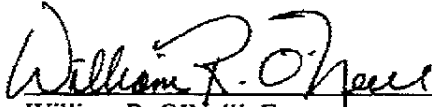
THIRD: The aggregate number of shares that the Corporation is authorized to issue is One Thousand (1,000) shares of common stock and the par value of each share shall be Ten Cents (\$.10). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The name of the initial registered agent of the Corporation is R & A Agents, Inc. and the street address of the initial registered agent, which shall be the registered office of the Corporation, is c/o William R. O'Neill, Esq., 850 Park Shore Drive, Third Floor, Naples, Florida 34103-3587.

FIFTH: The name and address of the sole incorporator is:

William R. O'Neill, Esq.
850 Park Shore Drive, Third Floor
Naples, Florida 34103-3587.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator herein before named, for the purpose of forming a corporation under the Florida Business Corporation Act, has executed these Articles of Incorporation this 10th day of December, 2003.



William R. O'Neill, Esq.
Sole Incorporator

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I, William R. O'Neill, Assistant Secretary of R & A Agents, Inc., a company which has been designated to act as registered agent and to accept service of process for the Corporation at the place designated in the Articles of Incorporation, hereby, on behalf of such company, accept the appointment as registered agent and agree to act in this capacity. I further agree, on behalf of such company, to comply with the provisions of all statutes relating to the proper and complete performance of a registered agent's duties, and I am familiar with and accept the designations of the position as registered agent.

R & A Agents, Inc., Registered Agent

By: William R. O'Neill
William R. O'Neill, Assistant Secretary

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