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**Florida Department of State
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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

CARDED BANEFITS, INC.

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6-21-04

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ARTICLES OF INCORPORATION
OF
CARDED BENEFITS, INC.

THE UNDERSIGNED, ROBERT W. WEINBERG executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME AND MAILING ADDRESS

- a. The name of this corporation shall be:

CARDED BENEFITS, INC.

- b. The mailing address of this corporation shall be at:

2801 University Drive, Suite 306
Coral Springs, FL 33075

c. This corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall, from time to time, render necessary and/or desirable. The Board of Directors may, from time to time, move the principal office to any other address or place in Florida. Said corporation shall have the power to conduct its business outside the State of Florida, or in any and all of the several States and Territories of the United States, including the District of Columbia, and any and all foreign countries and may have one or more offices in any of said places.

ARTICLE II - EXISTENCE

This corporation shall commence existence upon:

The filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation and its objects and powers shall be as follows:

To transact any and all lawful business under the laws of the United States and of the State of Florida.

Stuart A. Lipson, Esq.
Fla. Bar No. 885770
14900 N.E. 19th Avenue
N. Miami Beach, FL 33162
(305) 947-3000

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ARTICLE IV - CAPITAL STOCK

- a. The aggregate number of shares which this corporation shall have authority to issue is the total sum of 20,000,000 shares, having an individual par value of \$.01 per share.
- b. The capital stock may be paid for in property, labor, services or cash.
- c. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than \$1,000.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Registered Office: 16900 N.E. 19th Avenue
N. Miami Beach, FL 33162
Registered Agent: Stuart A. Lipson, Esq.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) member(s). The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. The names and address of the directors constituting the initial Board of Directors.

NAME: ROBERT W. WEINBERG
ADDRESS: 6549 Via Benita
Boca Raton, FL 33433

NAME: ALAN STEIN
ADDRESS: 2801 University Drive, Suite 306
Coral Springs, FL 33075

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

NAME: ROBERT W. WEINBERG
ADDRESS: 6549 Via Benita
Boca Raton, FL 33433

ARTICLE IX - INDEMNIFICATION

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The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent of the law now or hereafter permitted.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of June, 2004.

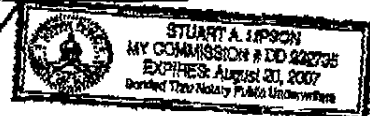

ROBERT W. WEINBERG, Incorporator

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared ROBERT W. WEINBERG, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation; and

THE FOREGOING INSTRUMENT was acknowledged before me this 1st day of June, 2004, by ROBERT W. WEINBERG who is personally known to me or who has produced _____ as identification and who did take an oath.


Notary Public
State of Florida
NAME:
ADDRESS
SUITE
Commission No.
My commission expires:



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

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted, in compliance with said Act:

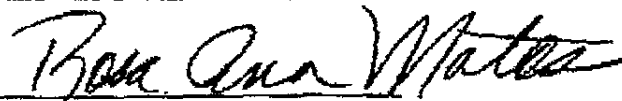
First, that CARDED BENEFITS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Coral Springs, Broward County, State of Florida, has named Stuart A. Lipson, Esq., located at 16900 N.E. 19th Avenue, N. Miami Beach FL 33162 as its agent to accept service of process within this state.

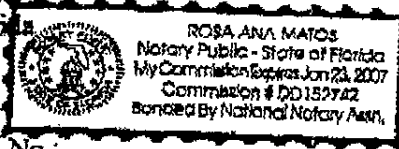
ACKNOWLEDGEMENT:

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


Stuart A. Lipson, Esq., Registered Agent

THE FOREGOING INSTRUMENT was acknowledged before me this 18th day of June, 2004, by Stuart A. Lipson, Esq. who is personally known to me or who has produced _____ as identification and who did take an oath.


Notary Public
State of Florida
NAME:
ADDRESS
SUITE
Commission No.:
My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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