

Mutual Benefits Irrevocable Life Insurance Trust, Inc.
2881 E. Oakland Park Blvd. Suite 200
Ft. Lauderdale, FL 33306

May 1, 1995

Florida Department of State
Division of Corporations
19 E. Gaines St.
Tallahassee, FL 32304

1000000147000000
05/03/95-00105-018
***122.50 ***122.50

To Whom It May Concern:

Enclosed is an application for incorporation of Mutual Benefits Irrevocable Life Insurance trust, Inc., consisting of an original and one (1) copy of the articles of incorporation and certificates of registered agent.

I would like to bring to your attention the fact that there already exists a company by the name of "Mutual Benefits Corp.," of which I am Vice-President. Enclosed you will find a signed release from Mutual Benefits Corp. allowing myself the right to use this new name for incorporation purposes.

Please process these articles and return the certified copy via Federal Express. Enclosed is a pre-paid self-addressed Federal Express airbill.

Additionally, enclosed is a check in the amount of \$122.50 to cover the \$70.00 filing fee and \$52.50 for the returned certified copy.

Should you have any questions, please feel free to contact me at 1-800-896-7990.

Sincerely,

Peter Lombardi
Peter Lombardi

FILED
95 MAY -3 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAY - 9 1995



MUTUAL BENEFITS CORP.

RELEASE AND CONSENT TO USE OF NAME

Mutual Benefits Corp. hereby authorizes Peter Lombardi to use the name Mutual Benefits Irrevocable Life Insurance Trust, Inc.. Mutual Benefits Corp. understands that Peter lombardi is going to incorporate a new corporation using the above referenced name. Mutual Benefits Corp. realizes the similarity in names and agrees to hold Peter Lombardi harmless for his use of such.



Les Steinger, President
Mutual Benefits Corp.

ARTICLES OF INCORPORATION

Mutual Benefits Irrevocable Life Insurance Trust, Inc.
(name of corporation)

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

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Mutual Benefits Irrevocable Life Insurance Trust, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand shares (1000) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>Peter Lombardi</u>		
ADDRESS	<u>2881 E. Oakland Park Blvd. Suite 200</u>		
CITY	<u>Ft. Lauderdale</u>	FLORIDA	ZIP <u>33306</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>Peter Lombardi</u>		
ADDRESS	<u>2881 E. Oakland Park Blvd. Suite 200</u>		
CITY	<u>Ft. Lauderdale</u>	FLORIDA	ZIP <u>33306</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Peter Lombardi</u>		
ADDRESS	<u>5555 N. Ocean Blvd. #164</u>		
CITY	<u>Ft. Lauderdale</u>	STATE <u>FLORIDA</u>	ZIP <u>33308</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Peter Lombardi		
ADDRESS	5555 N. Ocean Blvd. #64		
CITY	STATE	ZIP	
FLA	FLORIDA	33308	
NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME			
ADDRESS			
CITY	STATE	ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 4th day of April, 1995.

Peter Lombardi (Seal)
 _____ (Seal)
 _____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

FILED
95 MAY -3 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mutual Benefits Irrevocable Life Insurance Trust, Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 2881 E. Oakland Park Blvd., Suite 200
Ft. Lauderdale, FL 33306

has named Peter Lombardi

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Peter Lombardi
(registered agent)