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Law Offices of
JOEL R. LAVENDER & ASSOCIATES, P.A.
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Fort Lauderdale, Florida 33316

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December 1, 2000

Corporate Records Bureau
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-12/04/00--01128--010
*****35.00 *****35.00

AIRBORNE EXPRESS

Re: **Articles of Dissolution for USA BENEFITS GROUP, INC. and USA WHOLESALE
AGENT SERVICES, INC.**

Ladies/Gentlemen:

Enclosed please find the original and one (1) copy of Articles of Dissolution for the above named corporations, together with a copy of the corporate minutes authorizing same. Also enclosed are my two checks in the amount of \$35.00 each to cover your fee for filing the Articles of Dissolution for each corporation. Kindly, return a filed copy of said articles.

If you have any questions, please do not hesitate to contact me.

Very truly yours,


JOEL R. LAVENDER, ESQ.

JRL:sls
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -4 PM 2:50

Uo/d/s

88

ARTICLES OF DISSOLUTION
OF
USA BENEFITS GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -4 PM 2: 50

ARTICLE I: NAME

The name of the corporation is USA BENEFITS GROUP, INC.

ARTICLE II: OFFICERS

The officers of this corporation and their addresses are:

<u>Name</u>	<u>Address</u>
Mark Blocker, President, Vice President, Secretary, Treasurer	1164 East Oakland Park Boulevard Fort Lauderdale, Florida 33334

ARTICLE III: DIRECTORS

The directors of this corporation and their addresses are:

<u>Name</u>	<u>Address</u>
Mark Blocker	1164 East Oakland Park Boulevard Fort Lauderdale, Florida 33334
Gordon Brown	1164 East Oakland Park Boulevard Fort Lauderdale, Florida 33334
Glenn Mateja	1164 East Oakland Park Boulevard Fort Lauderdale, Florida 33334
Todd Conningsby	1164 East Oakland Park Boulevard Fort Lauderdale, Florida 33334

ARTICLE IV: CORPORATE LIABILITIES

Adequate provision has been made for the payment or disposition of all of the corporation's liabilities and obligations.

ARTICLE V: DISTRIBUTION

All the remaining property and assets of the corporation have been distributed to its shareholders.

ARTICLE VI: PENDING ACTIONS

There are no actions pending against the corporation in any court.

ARTICLE VII: ELECTION TO DISSOLVE

The corporation elected to dissolve by corporate act evidenced by that certain instrument entitled "ACTION BY UNANIMOUS CONSENT IN WRITING BY THE STOCKHOLDERS OF USA BENEFITS GROUP, INC.

IN WITNESS WHEREOF, the corporation has duly caused these Articles of Dissolution to be executed this 1 day of December, 2000.

(CORPORATE SEAL)

USA BENEFITS GROUP, INC.

ATTEST:

[Signature]
Its Secretary

By: [Signature]

Its President

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on this 1st day of December, 2000, by MARK BLOCKER, as President and Secretary of USA BENEFITS GROUP, INC., a Florida corporation, on behalf of said corporation.

[Signature]
Notary Public

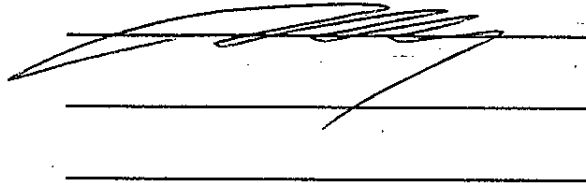
State of Florida at Large

My Commission Expires:



as director of USA BENEFITS GROUP, INC., a Florida corporation, to take effect at the conclusion of the meeting of board of directors at which this resignation is accepted.

DATED: Nov. 30, 2000.

A handwritten signature in dark ink, consisting of several overlapping, stylized strokes, is written over three horizontal lines.

WAIVER OF NOTICE OF SPECIAL JOINT MEETING
OF SHAREHOLDERS AND DIRECTORS OF
USA BENEFITS GROUP, INC.

The undersigned, Mark B. [Signature]

_____, being the holders of all the
outstanding shares of USA BENEFITS GROUP, INC., and _____

_____, being all the directors thereof,

do hereby waive all notice of the time and place of the joint special meeting of
shareholders and directors of the Corporation, to be held at the office of the Corporation,
on Nov 30, 2000, at Fort Lauderdale, Florida, in person and/or by phone, and
do hereby consent to the transaction at such meeting of any and all business which may
come before such meeting, or any adjournment thereof, including the adoption of a plan
for the liquidation and dissolution of the Corporation, and the grant to the officers and
directors of the Corporation of authority to perform all acts necessary or advisable to carry
out such plan of liquidation and dissolution.

DATED: Nov 30, 2000.

[Signature]
Shareholder/Director

Shareholder/Director

Shareholder/Director

MINUTES OF SPECIAL JOINT MEETING
OF SHAREHOLDERS AND DIRECTORS OF
USA BENEFITS GROUP, INC.

A special joint meeting of the shareholders and directors of USA BENEFITS GROUP, INC. was held at the offices of the Corporation on Nov. 30, 2000, Fort Lauderdale, Florida, in person and/or by phone.

Present: Paul Blalock & Greg Watter,
being the holders of all the

issued and outstanding shares of this Corporation; and Gordon Brown; Glenn Mateja; Mark Blocker; Ted Connorsky, being all the directors of this Corporation.

The President, Mark Blocker, called the meeting to order and acted as Chairman. Mark BLOCKER, Secretary of this Corporation, acted as Secretary of the meeting.

The secretary presented a waiver of notice of this joint special meeting signed by the holders of all the outstanding shares of this Corporation and by all of the directors thereof. Such waiver of notice was ordered prefixed to the minutes of this meeting.

The Chairman stated that the principal purpose of this meeting was to consider a plan for the liquidation and dissolution of this Corporation. The following plan, which was prepared by Mr. Joel R. Lavender, after consultation with all the directors, was submitted to the meeting:

"PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION OF
USA BENEFITS GROUP, INC.

This Plan of Complete Liquidation and Dissolution is for the purpose of effecting the complete liquidation and dissolution of USA BENEFITS GROUP, INC., a Florida Corporation, hereinafter called the Corporation, pursuant to the following steps:

1. Plan of Liquidation. The Corporation has issued and outstanding 100 common shares, of the par value of \$ 1.00 each. The Corporation will cease the active conduct of its business effective as of September 1, 2000, wind up its affairs and, within the meaning of Section 331 of the Internal Revenue Code of 1986, as amended, will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims.
2. Assets and Liabilities. The principal assets of the Corporation include, but are not limited to, cash in banks, [inventory/accounts receivable], [a lease] and goodwill. The liabilities of the Corporation are minimal.
3. Sale of Assets. The Shareholders may enter into an agreement or agreements for the sale or other disposition of all or some of its assets.
4. Intermediate Distributions. The Directors may from time to time authorize one or more distributions of property of the Corporation, in cash or in kind, in a series of distributions in complete liquidation, retaining such assets as they may deem necessary to meet claims or liabilities of the Corporation, and to continue the operation of such properties of the Corporation as have not been sold at the time of any such distribution.
5. Cancellation of Outstanding Shares. Each of the foregoing distributions in complete liquidation shall be in exchange solely for, and in complete redemption and cancellation of, and in payment of, all of the outstanding common shares of the Corporation, and the Shareholders shall, if the Directors so determine, surrender their certificates for their respective shares of the net assets of the Corporation, and shall surrender such certificates for cancellation upon receipt of the final distribution herein authorized.
6. Dissolution. The Officers and Directors of the Corporation shall proceed with the voluntary dissolution of the Corporation under the laws of the State of Florida at such time as they may deem appropriate, and may withdraw the Corporation from qualification in any other state whenever they deem such action appropriate.
7. Authorization to Execute and File Documents. The Officers and Directors of the Corporation are authorized, empowered, and directed to execute and file resignation(s)