

ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS

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197000010687

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

100002074181--4
-01/30/97--01115--002
****122.50 ****122.50

In re: Custom Employee Benefits, Inc.

Dear Sir/Madam:

Enclosed you will find a check in the amount of \$122.50 to cover the filing fee and cost of a certified copy of the Articles of Incorporation for the above-captioned corporation. If you have any questions, or require additional information, please give me a call.

Very truly yours,

ROGERS, BOWERS, DEMPSEY AND PALADINO

Silvie DuBois

Silvie DuBois
Legal Assistant

/srd
Enclosure
a/s

[Handwritten signature]

FILED
97 JAN 30 PM 4:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
CUSTOM EMPLOYEE BENEFITS, INC.**

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ARTICLE I - NAME

The name of this corporation is CUSTOM EMPLOYEE BENEFITS, INC. and its principal place of business is 126 S.W. 2nd Avenue, Delray Beach, Florida 33444.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of conducting any and all lawful business within the State of Florida.

ARTICLE IV - BOARD OF DIRECTORS

The corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than (1). The names and addresses of the initial directors of this corporation are:

BEVERLY H. MIZE
126 S.W. 2nd Avenue
Delray Beach, FL 33444

GARY L. TORTORA
126 S.W. 2nd Avenue
Delray Beach, FL 33444

Y. STEPHEN LIEDMAN
9350 South Dixie Highway, Suite 930
Miami, FL 33156

MARK LEVITATS
9350 South Dixie Highway, Suite 930
Miami, FL 33156

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 126 S.W. 2nd Avenue, Delray Beach, Florida 33444, and the name of the initial registered agent of this corporation at that address is BEVERLY H. MIZE.

ARTICLE VI - CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is Seven Thousand Five Hundred (7,500) and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to Seven Thousand Five Hundred Dollars (\$7,500.00).

ARTICLE VII - INDEMNIFICATION

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VIII - INCORPORATOR

The name and mailing address of the person signing these Articles of Incorporation is:

BEVERLY H. MIZE
126 S.W. 2nd Avenue
Delray Beach, FL 33444

ARTICLE IX - OFFICERS

The following named person shall be all the officers of this corporation from its inception and until his successor is duly elected and qualified:

President:	BEVERLY H. MIZE
Vice President:	GARY L. TORTORA
Secretary:	MARK LEVITATS
Treasurer:	Y. STEPHEN LIEDMAN

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 24 of January, 1997.

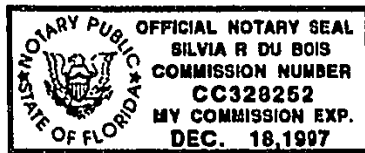

BEVERLY H. MIZE

STATE OF FLORIDA)
) s.s.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared **BEVERLY H. MIZE** who is personally known to me and who did not take an oath, and that she executed the foregoing instrument, and acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS, my hand and official seal, in the state and county aforesaid, this 24 day of January,
1997.


Notary Public, State of Florida



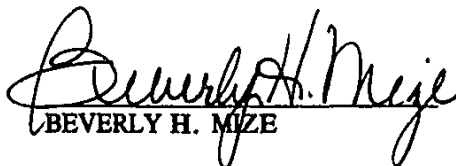
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, CUSTOM EMPLOYEE BENEFITS, INC.
desiring to organize under the laws of the State of Florida with its principal office located in the City of
Delray Beach, County of Palm Beach, State of Florida, has named BEVERLY H. MIZE, whose address
is 126 S.W. 2nd Avenue, Delray Beach, Florida 33444, as its agent to accept service of process within
this state.

ACKNOWLEDGEMENT:

Having been named as the registered agent for the above stated Corporation at the place designated
in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws
of the State of Florida relative to keeping open said office.

Dated: January 24, 1997


BEVERLY H. MIZE

SD43/Mize.ari

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97 JAN 30 PM 4:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA