

P970002/1960

MARCH 1997

To Whom It May Concern:

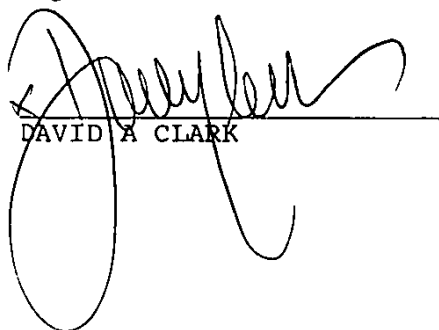
If there are any questions concerning the filing of these Articles of Incorporation, please feel free to contact Mr. James Strong at 904-761-7855. The signature below authorizes you to act upon his direction in this matter.

Please mail the Articles of Incorporation to:

Quality Financial Services Inc.

5560 So Nova Road

Daytona Beach, FL 32127


DAVID A CLARK

900002103649--7
-03/04/97--01072--005
****122.50 ****122.50

FILED
97 MAR -4 PM 1:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
Federal Benefits Group Inc.

ARTICLE I = NAME

The Name of this Corporation is Federal Benefits Group Inc.

ARTICLE II = DURATION

This corporation shall have perpetual existence commencing on the date of filing with the Secretary of State of Florida.

ARTICLE III = PURPOSE

This corporation is organized for transacting all lawful business.

ARTICLE IV = CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar par value common stock.

ARTICLE V = INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the principal office of this corporation is
5722 S FLAMINGO RD STE 244 FT LAUDERDALE FL 33330

The initial registered agent is DAVID A CLARK

whose physical address is 5722 S FLAMINGO RD STE 244 FT LAUDERDALE FL
33330

The Corporation registered address is:

5722 S FLAMINGO RD STE 244 FT LAUDERDALE FL 33330

ARTICLE VI = INITIAL BOARD OF DIRECTORS

This corporation shall have no Directors.

FILED
97 MAR -4 PM 1:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII = INCORPORATORS

The name and address of the person signing these articles of
Incorporation is DAVID A CLARK

5722 S FLAMINGO RD STE 244 FT LAUDERDALE FL 33330

ARTICLE VIII = MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of,
and the business and affairs of this corporation shall be managed under
the direction of the majority of shareholders of this corporation.

Each shareholder shall be entitled to one vote in person, or by proxy,
for each share of voting stock held. A majority of the outstanding
shares of the corporation entitled to vote, represented in person, or
by proxy, shall constitute a quorum at any meeting of the shareholders
for the management of the business of the corporation.

ARTICLE IX = POWERS

This corporation shall have all of the corporate powers enumerated in
the Florida General Corporation Act.

ARTICLE X = INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to
the full extent permitted by law.

ARTICLE XI = AMENDMENT

The corporation reserves the right to amend or repeal any provisions
contained in these Articles Of Incorporation, and any right conferred
upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these
Articles of Incorporation on this date: MARCH 3, 1997

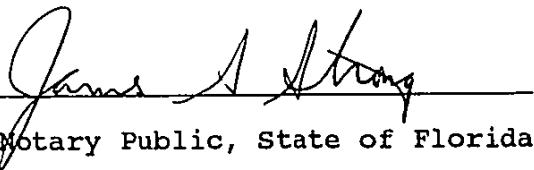

DAVID A CLARK

STATE OF FLORIDA)
COUNTY OF VOLUSIA)



James S Strong
My Commission CC607184
Expires February 9, 2001

Before me, a Notary Public authorized to take acknowledgments in the
State and County set forth above, personally appeared
DAVID A CLARK known by me to be the person who
executed the foregoing Articles of Incorporation and they acknowledged
before me that they executed those Articles of Incorporation.
In witness whereof, I have hereunto set my hand and seal in the State
and County last aforesaid, this date: MARCH 3, 1997


Notary Public, State of Florida At Large:

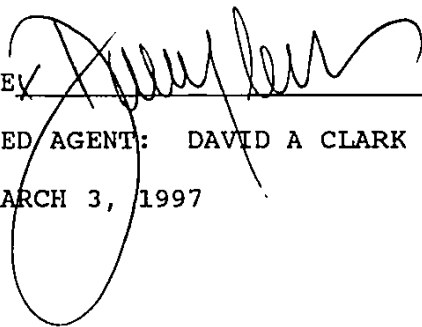
My Commission Expires: Feb 9, 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHICH PROCESS MAY BE
SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED: FIRST -- Federal Benefits Group Inc.

DESIRING TO ORGANIZE OF QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF FT LAUDERDALE
STATE OF FLORIDA HAS NAMED DAVID A CLARK

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA. HAVING BEEN
NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT
THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS
CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 

REGISTERED AGENT: DAVID A CLARK

DATE: MARCH 3, 1997

FILED
97 MAR -4 PM 1:00
SECRETARY OF STATE
TALLAHASSEE FL 32302