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ACCOUNT NO. : 072100000032

REFERENCE : 435938 7112263

AUTHORIZATION : *Patricia Piguet*

COST LIMIT : \$ 122.50

ORDER DATE : June 20, 1997

ORDER TIME : 10:29 AM

ORDER NO. : 435938-005

CUSTOMER NO: 7112263

300002218743--6

CUSTOMER: Mr. Toby Simon
BOND ACCOUNTING & INCOME TAX
SERVICE
Suite 101a
8551 West Sunrise Boulevard
Plantation, FL 33322

DOMESTIC FILING

NAME: EMPLOYER'S BENEFIT PLANNING
GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

TALLAHASSEE, FLORIDA
97 JUN 20 PM 3:07
FBI

RECEIVED
97 JUN 20 PM 1:10

346 JUN 20 1997

ARTICLES OF INCORPORATION
OF

EMPLOYER'S BENEFIT PLANNING GROUP, INC.

FILED
97 JUN 20 PM 3:07

TALLAHASSEE, FLORIDA
The Undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is: EMPLOYER'S BENEFIT PLANNING GROUP, INC.

ARTICLE II

Duration

This corporation shall have perpetual existence unless dissolved pursuant to law and shall commence business as of the date of filing of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation may engage in any activity of business permitted under the laws of the State of Florida, its primary purpose to be:

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$ 1.00 Par Value common stock.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as can be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is

687 N.W. 151st Ave.
Pembroke Pines, FL 33028

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 687 N.W. 151st Ave.

Pembroke Pines, Fl 33028, and the name of the initial registered agent of this corporation at this address is
Rita Alvarez

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have 1 directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors are:

Rita Alvarez
687 N.W. 151st Ave.
Pembroke Pines, Fl 33028

ss# 595-08-5681

INCORPORATOR

The names and addresses of the persons signing these Articles are:

Rita Alvarez
687 N.W. 151st Ave.
Pembroke Pines, Fl 33028

ss# 595-08-5681

ARTICLE X
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI
AMMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Stockholders is subject to this reservation.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

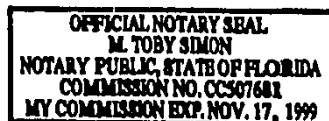
_____ 18th day of _____ June _____, 1997 _____.



Signature

Signature

Sworn to & before me this 18th day of June 1997.
M. Toby Simon

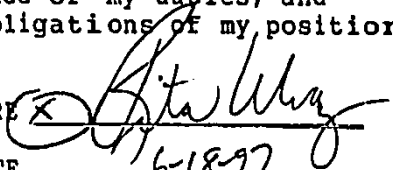


CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 , Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: EMPLOYER'S BENEFIT
PLANNING GROUP, INC.
2. The name and address of the registered agent and office is:
Rita Alvarez
(Name)
687 N.W. 151st Ave.
(P.O. Box NOT acceptable)
Pembroke Pines, Fl 33028
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE 

DATE 6-18-97

TALLAHASSEE, FLORIDA

97 JUN 20 PM 3:07

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314