



THE UNITED STATES
CORPORATION
COMPANY

P97000095297

ACCOUNT NO. : 072100000032

REFERENCE : 585866 7138694

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizutto

ORDER DATE : October 31, 1997

ORDER TIME : 1:46 PM

ORDER NO. : 585866-005

100002335471--4

CUSTOMER NO: 7138694

CUSTOMER: Sandra Lambert, Esq
SANDRA LAMBERT, P.A.

Suite 117
370 West Camino Gardens Blvd.
Boca Raton, FL 33432

DOMESTIC FILING

Discounts International

NAME: ~~THE BENEFIT 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: Deborah Schroder

EXAMINER'S INITIALS: _____

FILED
97 OCT 31 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
97 OCT 31 PM 2:39
DIVISION OF CORPORATION

W97-24836
SN NOV - 6 1997

8



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 31, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: THE BENEFIT GROUP, INC.
Ref. Number: W97000024836

RESUBMIT

Please give original
submission date as file date.

NEED TODAY.

We have received your document for THE BENEFIT GROUP, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 597A00052979

97 NOV -6 PM 1:37
DIVISION OF CORPORATIONS

FILED
97 OCT 31 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF ARTICLES OF INCORPORATION

FOR

DISCOUNTS INTERNATIONAL, INC.

The undersigned for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

DISCOUNTS INTERNATIONAL, INC.

and the principal office is 2500 N. Federal Highway, Suite 203, Ft. Lauderdale, Florida 33305.

ARTICLE II

This corporation may engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III

The amount of the authorized capital stock of this corporation shall be: 100 shares

ARTICLE IV

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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The term for which this corporation shall exist is perpetual.

ARTICLE VI

The initial registered office of this corporation shall be: 370 W. Camino Gardens Boulevard, Suite 117, Boca Raton, Florida, 33432.

The initial registered agent shall be: SANDRA LAMBERT, ESQUIRE.

The initial registered office may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all the several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices, in any of the said places of business.

ARTICLE VII

The business of said corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) member, nor more than five (5) members, as the same may be provided by the By-Laws of the corporation, and the following officers, to-wit: a president, secretary and treasurer, and such other officers as the Board of Directors may elect, provided that any three (3) offices may be held by one and the same person(s). The members of said Board of Directors shall be elected at the annual meeting of the stockholders of said corporation,

and the officers shall be elected by the Board of Directors at a meeting to be held immediately after adjournment of that of the annual stockholders' meeting.

Upon the first meeting of the stockholders herein provided for and until their successors shall be duly elected and qualified, the business of the corporation shall be transacted by the following named officers, together with the afternamed Board of Directors.

NAME AND ADDRESS

OFFICE(S)

Christopher Kerr
894 N.W. 111th Avenue
Plantation, Florida 33324

President

ARTICLE VIII

The names and post office addresses of the first Board of Directors, who, subject to the provisions of these articles, for the first year of the corporations' existence or until their successors are duly elected and qualified, are:

NAME

ADDRESS

Christopher Kerr

894 N.W. 111th Avenue
Plantation, Florida 33324

ARTICLE IX

The annual meeting of the stockholders of the corporation shall be fixed by the By-Laws and the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

The name and address of each incorporator of this corporation is:

NAME

ADDRESS

Sandra Lambert, Esq.

370 W. Camino Garden Blvd.
Suite 117
Boca Raton, Florida 33432

ARTICLE XI

The amount of shares of stock subscribed for are as follows:

Christopher Kerr
894 N.W. 111th Avenue
Plantation, Florida 33324

75 shares


ARTICLE XII

The members of the Board of Directors, or an Executive Committee shall be deemed present at a meeting of such Board or Committee if a conference telephone, or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

ARTICLE XIII

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 30th day of October, 1997.

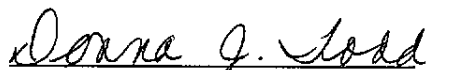

SANDRA LAMBERT, ESQ.
INCORPORATOR

STATE OF FLORIDA

COUNTY OF PALM BEACH

ON THIS DAY, personally appeared before me, the undersigned authority, duly authorized to administer oaths, to me known to be the person(s) described in and who executed the above and foregoing proposed charter, and he acknowledged that he executed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton, Florida, County of Palm Beach, this 30th day of October, 1997.


NOTARY PUBLIC

My Commission Expires:



Donna J Todd
My Commission CC632453
Expires March 24, 2001


**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That DISCOUNTS INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Ft. Lauderdale, Florida, County of Broward, State of Florida, has named Sandra Lambert, Esquire located at 370 W. Camino Gardens Boulevard, City of Boca Raton, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
SANDRA LAMBERT, ESQUIRE
(Resident Agent)

FILED
97 OCT 31 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA