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SWART, BAUMRUK & TWOHIG, LLP

CERTIFIED PUBLIC ACCOUNTANTS ♦ BUSINESS DEVELOPMENT CONSULTANTS

HARRY J. SWART, CPA
ANDY J. BAUMRUK, CPA
KEVIN J. TWOHIG, CPA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 27 PM 1:31

March 25, 1998

Bureau of Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed are the Articles of Incorporation for Strategic Benefits Administration, Inc. and a check for \$122.50 for filing fees.

Please return the certified copies to:

Swart, Baumruk & Twohig, LLP
717 East Oak Street
Kissimmee, Florida 34744

Thank you.

Sincerely,

Swart, Baumruk & Twohig, LLP

Kathy Swart
Kathy Swart

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HERITAGE SQUARE ♦ 717 EAST OAK STREET ♦ KISSIMMEE, FLORIDA 34744-4580
TELEPHONE (407) 847-7466 ♦ FACSIMILE (407) 847-6641 ♦ TOLL FREE (800) 361-1754

MEMBERS: AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS ♦ FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

D. BROWN MAR 30 1998

ARTICLES OF INCORPORATION
STRATEGIC BENEFITS ADMINISTRATION, INC.

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ARTICLE I. NAME

The name of this corporation shall be Strategic Benefits Administration, Inc.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation by the Department of State.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. ADDRESS

The initial post office address of the principal place of business of this corporation is 715 East Oak Street St., Kissimmee, FL 34744. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have two directors initially. The number of directors may be changed from time to time by the bylaws. The names and addresses of the initial directors, who will serve until the first annual meeting of shareholders of the corporation or until their successors are duly elected and qualified are:

NAME	ADDRESS
Harry J. Swart	717 E. Oak Street Kissimmee, FL 34744
L. David Gillum	715 E. Oak Street Kissimmee, FL 34744

ARTICLE VII. SUBSCRIBERS

The subscriber to these Articles of Incorporation is:

NAME	ADDRESS
Harry J. Swart, CPA	717 East Oak Street Kissimmee, FL 34744

ARTICLE VIII. OFFICERS

The officers of this corporation shall be President, Vice President, Secretary, and Treasurer. They shall be elected by the Board of Directors.

ARTICLE IX. REGISTERED AGENT

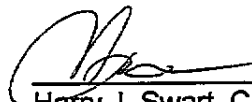
The initial registered agent and registered agent's address for service of process for this corporation is:

NAME	ADDRESS
Harry J. Swart, CPA	717 East Oak Street Kissimmee, FL 34744

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner set forth in the bylaws of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of March, 1997.



Harry J. Swart, CPA

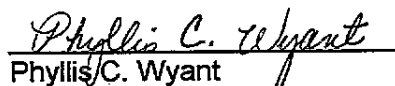
STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above personally appeared Harry J. Swart, known to me personally and executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 24 day of March, 1997.



PHYLLIS C WYANT
My Commission CC511495
Expires Dec. 12, 1999



Phyllis C. Wyant
Notary Public, State of Florida

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

The undersigned subscriber of Strategic Benefits Administration, Inc. designates the following individual as registered agent for this corporation:

Harry J. Swart, CPA
717 East Oak Street
Kissimmee, FL 34744



Harry J. Swart, CPA

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ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of Strategic Benefits Administration, Inc.

DATED this 24 day of March, 1998.



Harry J. Swart, CPA