



THE UNITED STATES  
CORPORATION  
COMPANY

P98000053555

ACCOUNT NO. : 072100000032

REFERENCE : 854360 84140A

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : June 12, 1998

ORDER TIME : 3:23 PM

ORDER NO. : 854360-005

CUSTOMER NO: 84140A

CUSTOMER: John D. Demmi, Esq  
JOHN D. DEMMI, ESQ

Suite 401  
3191 Coral Way  
Miami, FL 33145

000002560240--0

DOMESTIC FILING

NAME: UNIVERSAL BENEFITS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 15 AM 8:57

98  
RECEIVED  
98 JUN 15 PM 4:04  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 15 AM 8:57

ARTICLES OF INCORPORATION  
OF  
UNIVERSAL BENEFITS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

UNIVERSAL BENEFITS, INC.

The address of the principal office of this corporation shall be 3191 Coral Way, Suite 401, Miami, Florida 33145, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. 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 \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Rex Hill	3191 Coral Way, Suite 401,
Dir.	Miami, Florida 33145

Ronald M. Prupis	Same As Above
Dir.	

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are: ...

Rex Hill	3191 Coral Way, Suite 401
Pres.	Miami, Florida 33145
Ronald M. Prupis	Same As Above
Sec./Treas.	

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 12, 1998.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 15 AM 8:57

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper

CKS