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ATTORNEYS AT LAW

100 Church Street
Kissimmee, Florida 34741

MURRAY OVERSTREET
STEVE MILES
JOHN B. RITCH
FRED H. CUMBIE, II

KISSIMMEE: 407 847-5151

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June 9, 1999

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*****70.00 *****70.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Benefits and Financial Services, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<input checked="" type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy (Additional Copy Required)	Filing Fee, Certified Copy & Certificate (Additional Copy Required)

FROM: R. Stephen Miles, Jr.
Name (Printed or typed)
100 Church Street
Address
Kissimmee, FL 34741
City, State & Zip
(407) 847-5151
Daytime Telephone number

FILED
99 JUN 11 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles

9/6/11/99 (5)

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ARTICLES OF INCORPORATION
OF
BENEFITS & FINANCIAL SERVICES, INC.

FILED
99 JUN 11 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Benefits & Financial Services, Inc.

ARTICLE II - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is 500, all of which shall be common shares.

ARTICLE IV - DURATION

This corporation shall have perpetual existence.

ARTICLE V - PRE-EMPTIVE RIGHTS GRANTED

Every shareholder, upon issuance of any new stock in 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 at the price at which it is offered to others.

ARTICLE VI - REGISTERED OFFICE

The corporation's principal/registered office and mailing address shall be at 600 Thacker Avenue, Suite D-41, Kissimmee, FL 34741. The shareholders may from time to time designate such other post office address and place for the registered office of this corporation as it may see fit. The Registered Agent of the corporation shall be Raymond Scott Bullen, at said address.

ARTICLE VII - DIRECTORS

The initial Board of Directors shall consist of two members. The names and address of the persons who will serve on the initial Board of Director are:

NAME	ADDRESS
Raymond Scott Bullen	P.O. Box 450251 Kissimmee, FL 34745-0251
Randolph Harold Bullen	4414 Suntan Drive Kissimmee, FL 34746

ARTICLE VIII - INCORPORATORS

The name and street address of the subscribers of these Articles of Incorporation are:

Raymond Scott Bullen	P.O. Box 450251 Kissimmee, FL 34745-0251
Randolph Harold Bullen	4414 Suntan Drive Kissimmee, FL 34746

ARTICLE IX - STOCKHOLDERS

No stockholder of this corporation may sell or transfer his shares of stock, therein, except to another individual who is eligible to be a stockholder of this corporation. No stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all his shares.

ARTICLE X - ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension

plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE XI - ACTION BY SHAREHOLDERS

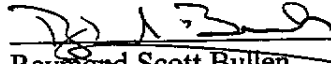
WITHOUT A MEETING

The shareholders of this corporation may take action by written consent as provided by law.

ARTICLE XII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinbefore named, have hereunto set their hands and seals this 3rd day of June, 1999, for the purpose of forming this corporation to do business both within and without the State of Florida, do make and file in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.


Raymond Scott Bullen


Randolph Harold Bullen

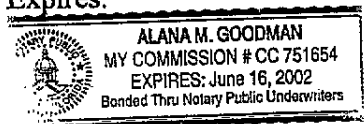
STATE OF FLORIDA

COUNTY OF OSCEOLA

Before me personally appeared Raymond Scott Bullen and Randolph Harold Bullen, to me known to be the individual(s) described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purposes therein expressed, on this 3rd day of June, 1999.


Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I, Raymond Scott Bullen, having been named to accept service of process for Benefits & Financial Services, Inc. desiring to organize under the laws of the State of Florida, with its principal office at 600 Thacker Avenue, Suite D-41, Kissimmee, FL 34741, hereby accepts to act as Registered Agent for said corporation, and agrees to comply with the provisions of the Florida Statutes, to keeping open said office, and upon whom process may be served.



Raymond Scott Bullen
(Registered Agent)

FILED
99 JUN 11 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA